



Hunt Institute for Botanical Documentation  
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The Hunt Institute for Botanical Documentation, a research division of Carnegie Mellon University, specializes in the history of botany and all aspects of plant science and serves the international scientific community through research and documentation. To this end, the Institute acquires and maintains authoritative collections of books, plant images, manuscripts, portraits and data files, and provides publications and other modes of information service. The Institute meets the reference needs of botanists, biologists, historians, conservationists, librarians, bibliographers and the public at large, especially those concerned with any aspect of the North American flora.

Hunt Institute was dedicated in 1961 as the Rachel McMasters Miller Hunt Botanical Library, an international center for bibliographical research and service in the interests of botany and horticulture, as well as a center for the study of all aspects of the history of the plant sciences. By 1971 the Library's activities had so diversified that the name was changed to Hunt Institute for Botanical Documentation. Growth in collections and research projects led to the establishment of four programmatic departments: Archives, Art, Bibliography and the Library.

July 14, 1982

Mr. Austin Ashley  
Bingham, Dana and Gould  
100 Federal Street  
Boston, MA 02110

Dear Austin:

I am enclosing five checks totaling \$250 which should be put in the Endowment in support of the Bert Muller Scholarship Fund. As you know, the Board established a scholarship at its meeting on May 7. It was understood that we would give persons an opportunity to contribute in memory of Bert, that such contributions would be added to the Endowment, and that the Board would make up the difference from the Endowment in establishing an annual scholarship.

I have acknowledged all of these and this merely provides the information for the record. The addresses are on each of the checks except for Crist and Miller. The Miller address is 68-10 108th Street, Forest Hills, NY 11375 and the Crist address is 2238 N.W. 1st Avenue, Gainesville, FL 32603.

Sincerely,

J. Wayne Reitz  
Secretary

enc.

July 14, 1982

Dr. Ray E. Crist  
2238 N.W. 1st Avenue  
Gainesville, FL 32603

Dear Ray:

Thank you so very much for your letter of July 7 with which you enclosed a check in the amount of \$100 in support of a scholarship memorializing Bert Muller. This is most thoughtful and generous of you and I want you to know how much we all appreciate your support of the scholarship and your affection for Bert.

I did not realize that you had known Bert for so many years. It is obvious that he had great warm and loyal friendships for I have never had such a high percentage of favorable responses to the invitation which I extended.

It is a delight to know that you are again in the Llanos and able to continue in such an effective fashion your scholarly interests. I shall look forward to a review on your return.

Sincerely, -

J. Wayne Reitz  
Secretary -

July 15, 1982

Mr. and Mrs. Don R. Miller  
68-10 108th Street  
Forest Hills, NY 11375

Dear Mr. and Mrs. Miller:

Thank you so very much for your generous contribution to Escuela Agricola Panamericana in support of a scholarship fund in honor of Albert S. Muller. On behalf of the Board of Trustees of the School I want you to know how very much we appreciate this.

You may be assured that we shall notify Bert's sisters of your generosity.

Sincerely yours,

J. Wayne Reitz  
Secretary

July 14, 1982

Mr. Charles L. Flanders  
Horseshoe Hill  
Keswick, VA 22947

Dear Mr. Flanders:

Thank you so very much for your generous contribution to Escuela Agricola Panamericana in support of a scholarship fund in honor of Albert S. Muller. On behalf of the Board of Trustees of the School I want you to know how very much we appreciate this.

You may be assured that we shall notify Bert's sisters of your generosity.

Sincerely yours,

J. Wayne Reitz  
Secretary

July 14, 1982

Mr. Robert D. Kreidler  
712 Wood Crest Circle  
Radnor, PA 19087

Dear Mr. Kreidler:

Thank you so very much for your generous contribution to Escuela Agrícola Panamericana in support of a scholarship fund in honor of Albert S. Muller. On behalf of the Board of Trustees of the School I want you to know how very much we appreciate this.

You may be assured that we shall notify Bert's sisters of your generosity.

Sincerely yours,

J. Wayne Reitz

July 14, 1982

Dr. H. S. Wolfe  
5065 Crystal Drive  
Beulah, MI 49617

Dear Herb:

Your gift to Escuela Agricola-Panamericana in the amount of \$25 in memory of Bert Muller is appreciated greatly. It is obvious that Bert lived in a company of loyal friends because the response to my letter has been the most nearly unanimous of any of that type I have ever written.

I do hope that you and Mary are enjoying a good summer. We are having at long last a typical Florida summer with rather regular rainfall and temperatures in the 90's.

I am sure you have heard of the death of Græar Kirkpatrick. We shall indeed miss him.

Sincerely, -

J. Wayne Reitz

July 14, 1982

Miss Margaret Muller  
2043 NW 7 Lane  
Gainesville, FL 32603

Dear Margaret:

You will be pleased to know that as of today we have received five generous contributions in support of a scholarship honoring your brother Bert from the following persons:

Mr. Robert D. Kreidler -  
Mr. Charles L. Flanders -  
Mr. and Mrs. Don R. Miller -  
Dr. Ray E. Crist -  
Dr. Herbert Wolfe -

Others may have sent their contributions to the office in Boston since I gave them that option.

It pleases me greatly that without knowledge of any other contributions these have been prompt and generous which is a reflection of the deep and loyal affection in which Bert was held by his many friends.

Sincerely, -

J. Wayne Reitz

# ESCUELA AGRICOLA PANAMERICANA

P.O. Box 14425  
Gainesville, Florida 32604

Office of the Secretary

November 20, 1984

Mr. Austin S. Ashley  
Bingham, Dana and Gould  
100 Federal Street  
Boston, MA 02110

Dear Austin:

In order to comply with now existing Articles of Incorporation and the By-Laws of Escuela Agricola Panamericana, some questions were raised at the recent Board of Trustees meeting which I was asked to have you clarify.

It is our understanding that one virtue of the reorganization is to conduct the annual meeting of the members by proxy. If this be true, no one can be elected to the Board of Trustees before or during the May 3 and 4 meeting in Zamorano since the annual meeting of members is set on the first Tuesday of May in each year at 10:30 a.m. local time. That would be May 7 in 1985. Thus, it could be May 1986 before additions could be made to the Board of Trustees since between the meeting of the trustees and the members in 1985 there is a lapse of only three days. The By-Laws require a minimum notice of 10 days. As you know it is the desire of the Board to bring Charles Wheeler back on the Board of Trustees as well as to add others as resignations occur.

It appears to me that the old method of holding the Corporation meeting just prior to the Board of Trustees meeting was much more simple and less complex. How now can we accomplish the same result without so much complexity and unnecessary mailing?

I realize there is ample provision for calling a special meeting of the members, but I assume a special meeting does not replace an annual meeting for electing trustees and members.

Another question which arises is how to clean up the list of members. Rodney Rockefeller has resigned. Should I write some of the others such as Armour and Robles and ask for their resignation or is the three-year failure to attend retroactive?

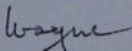
In anticipation of sending out a notice of the next annual meeting of the members, I should appreciate receiving a format for the notice. While I believe I could develop one I am no longer prepared to deal with all the legal niceties and nuances. Incidentally, to insure absolutely that the secretary's job is shifted, I am resigning from the Board effective June 1, 1985.

Page 2  
Ashley  
November 20, 1984

At the meeting last Friday, and in accordance with your suggestion, a committee was appointed to study the By-Laws. John Weeks is chairman and other members are you and Fritz Rosengarten. The committee is to report at the May meeting.

We missed you at the Miami meeting. The Honduran delegation, in full force, expressed great unhappiness over our changing the meeting to Miami from Honduras.

Sincerely,



J. Wayne Reitz

cc: Mr. John Weeks

November 9, 1984

M

Mr. Austin S. Ashley  
Bingham, Dana and Gould  
100 Federal Street  
Boston, MA 02110

Dear Austin:

I have your letter of November 5 in which you take exception to Charles Wheeler being included on our list of trustees. I recognize that you are technically correct because inadvertently we did not include his name in submitting the documents to the court in Delaware. While, as I pointed out, the list was purely an in-house list, I shall be glad to comply with your request and not use it for members of the board and any other purpose which I have never had. This may keep us out of jail and prevent other illegitimate actions.

At the Board meeting next week I shall ask the trustees to increase the total number of trustees from 24 to 25 and indicate that the class of 1988 will consist of 9 members, if need be.

The carefully edited list of members of the trustees which you went will be circulated as needed to the board, and will be used until a new list is necessary.

Sincerely,

J. Wayne Reitz



ESCUELA AGRICOLA PANAMERICANA

APARTADO 93  
TEGUCIGALPA, HONDURAS

OFFICE OF THE TREASURER  
SUITE 3500  
100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110  
U.S.A.

TELEPHONE: (617) 357-9300  
TWX: 731-3210169

November 5, 1984

Dr. J. Wayne Reitz  
University of Florida Foundation  
P. O. Box 14425  
Gainesville, Florida 32604

Dear Wayne:

One thing that should be kept clearly in mind for the future is that resignations do not have to be accepted. They take effect in accordance with their own terms. The Board should merely take note of resignations but go no further than that.

As you are aware, C. Wheeler's name was not included in the petition to the Court since Bill Wiggin and I concluded he was not entitled to be included. Accordingly, the Court's decree confirmed the status as trustees of only 24 individuals, 8 in each of the three classes.

As there is presently no vacancy in the membership of the Board, neither C. Wheeler nor anyone else can be elected to the Board until the 1985 Annual Meeting or until someone resigns and creates a vacancy before that meeting comes along. An attempt to appoint a Trustee at the upcoming November meeting would be a nullity and simply repeat one of the errors of the past.

*Hand  
at  
Nov.  
meet* (Before any Trustees are elected at the May meeting of the members of the Corporation, decision has first to be taken (either by the Trustees ahead of time or by the members at the meeting) whether there are to be 24 or 25 (or some smaller number) Trustees in all and that would determine whether there are to be eight or nine (or fewer) in the class of 1988.

While, casually, the list may be thought of as merely a source of addresses, it is not necessarily so limited and for that reason, I believe it is a bad thing for the School to put out a list of Trustees which includes the name of one who is not a Trustee. It does no credit to the School and besides, in the wrong hands, could be embarrassing if not positively bad for the individual himself.

If you wish, I will circulate a corrected list. A suggested form is enclosed.

Sincerely,

*Austin S. Ashley*  
Austin S. Ashley

cc: J.G. Smith  
J.W. Weeks

September 17, 1984

Mr. Austin S. Ashley  
Bingham, Dana and Gould  
100 Federal Street  
Boston, MA 02110

Dear Austin:

Attached are the minutes of the meeting of the Board of Trustees held in Miami on September 7 after you and Wiggin had done your thing.

I call especial attention to the second paragraph on page 1, where you suggest that we take action to verify the ~~accuracy~~ of Elewer. You may wish to address this in better fashion although if we were to be specific we would insert the phrase at the end of the sentence "in order to pacify Kitty."

It is my understanding that you will run these through a computer and give me a ~~complete~~ set of the minutes for the meeting. Then I shall distribute them to the members of the Board.

The material relating to the procedures for the Corporation meeting on October 26 arrived about 4:30 p.m. Friday. All letters were mailed on Saturday September 15.

With appreciation and all good wishes,

Sincerely,

J. Wayne Reitz

enc.: Minutes



ESCUELA AGRICOLA PANAMERICANA

APARTADO 83  
TEGUCIGALPA, HONDURAS

OFFICE OF THE TREASURER  
SUITE 3500  
100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110  
U.S.A.

TELEPHONE: (617) 357-9300  
TWX: 731-3210169

September 13, 1984

Dr. J. Wayne Reitz  
University of Florida Foundation  
P. O. Box 14425  
Gainesville, Florida 32604

302  
658-5278

Dear Wayne:

Enclosed are

1. 34 notices with attachments. Each notice must be dated and signed by you, enclosed in the accompanying stamped large envelope and mailed.

2. An affidavit to be dated and signed by you before a Notary Public attesting to the mailing. There is a blank for the date of mailing to be inserted in line 9. The attached specimen of the notice also requires dating (as sent to the members) and signature. This affidavit should be returned to William E. Wiggin, Esq.

This should set the wheels in motion. Call me or Rosemary if you have any questions.

Best wishes.

Sincerely,

Austin S. Ashley

ASA/rw  
Enclosures

Richard, Lynton & Finger  
with Hon. Mr. Rodney Soyoy  
Wilmington, Ohio  
1980

100th King St. 302/658-6541

RICHARDS, LAYTON & FINGER

ONE RODNEY SQUARE

P. O. Box 551

WILMINGTON, DELAWARE 19899

TELEPHONE (302) 658-6541

TELECOPIER (302) 658-6548

LOUIS J. FINGER  
EDMUND N. CARPENTER, II  
JAMES T. MCKINSTRY  
E. NORMAN VEASEY  
MAX S. BELL, JR.  
RICHARD J. ABRAMS  
CHARLES F. RICHARDS, JR.  
THOMAS P. SWEENEY  
ROBT. H. RICHARDS, III  
R. FRANKLIN BALOTTI  
MARTIN I. LUBAROFF  
JANE R. ROTH  
RICHARD G. ELLIOTT, JR.  
WENDELL FENTON  
ALLEN M. TERRELL, JR.  
ROBERT MEYER  
RICHARD O. BACON  
STEPHEN E. HERRMANN  
JULIAN H. BAUMANN, JR.  
DANIEL L. KLEIN  
DONALD A. BUSBARD  
WILLIAM J. WADE  
THOMAS L. AMBRO

PAUL H. ALTMAN  
THOMAS A. BECK  
WILLIAM W. BOWSER  
L. SUSAN FAW  
JESSE A. FINKELSTEIN  
NEEL B. GLASSMAN  
PATRICIA H. HIGH  
KAREN L. JOHNSON  
ROBERT J. KRAPP  
MICHAEL H. LEDYARD  
DARRELL J. MINOTT  
SAMUEL A. NOLEN  
JOHN J. SCHREPPLE, II  
GREGORY V. VARALLO  
GREGORY P. WILLIAMS  
HELEN L. WINSLOW

OF COUNSEL  
WILLIAM E. WIGGIN

July 18, 1984

Mr. J. Wayne Reitz  
University of Florida Foundation  
P. O. Box 14425  
Gainesville, FL 32604

Re: Escuela Agricola Pan-Americana, Inc.

Dear Mr. Reitz:

As you may well have been advised by the office of Mr. Austin Ashley in Boston the proceeding in the Court of Chancery in this state has successfully concluded with the confirmation of the election of trustees, whose title to office was previously in doubt. At the same meeting confirmation was made of the election of those members whose title to their office was also in question. The difficulties prompting the proceeding in Chancery have been eliminated, and the corporation should look to further setting its house in order.

I have found the minute books that you sent me exceedingly helpful in tracing the corporation's history. I am sending them on for safekeeping to the offices of Mr. Ashley.

At the request of Mr. Ashley, I am writing to you to suggest certain steps that should be taken in consolidating the advantage secured through the recent proceeding in court.

The balance of this letter is, in effect, an agenda for a meeting of the Board of Trustees, which I understand you can plan to hold in September. You would do well to address the following:

Mr. J. Wayne Reitz  
Page 2  
July 18, 1984

1. Since the mid-1970's adoption of a revised certificate of incorporation was almost certainly ineffective, you should closely examine the charter, as it stands, and decide exactly what should be done to put it in proper form. I understand certain provisions attempted to be inserted in the 1970's would be most desirable to have. When the trustees have the charter in the form they want, they should accomplish the following at a special meeting in September: Adopt a resolution setting forth all amendments to the charter and declaring the advisability thereof. The Board should simultaneously call a meeting of the members for the purpose of voting on the amendment.

2. Make a like examination into the by-laws (the status of these is extremely uncertain) and decide exactly what you would like your members at the very same meeting to approve as the future by-laws of the corporation.

3. Setting a delayed annual meeting of the members to fill those places on the Board of Trustees that would otherwise have expired in May of this year upon the election of successor trustees.

4. Any other business which you feel should come before a now properly constituted Board of Trustees.

5. Ratification, as you see fit, of action previously taken by those thinking themselves duly elected trustees.

Please let me know if there is any other way in which we can be of help.

Sincerely,



William E. Wiggin

WEW/mcw

cc: Austin S. Ashley, Esquire  
Mr. John G. Smith

April 11, 1985

Mr. Austin S. Ashley  
Suite 3500  
100 Federal Street  
Boston, MA 02110

Dear Austin:

This refers to your letter of July 24, 1984 with which you enclosed a copy of the Court of Chancery of the State of Delaware dated July 9, 1984, and minutes of the meeting of members of Escuela Agricola Panamericana held on July 22 1984.

In reviewing these matters, I find that the present 24 trustees were elected by the Corporation members, this being done by proxy. I also note that only 20 persons were elected as members of the Corporation. These 20 are all members of the present Board, however Gardner, Kimberly, Reitz and Smith <sup>W. Reitz</sup> were not elected as members of the Corporation. I am sure this is a typographical error and perhaps can be corrected at a meeting of the members on May 3, 1985.

The more germane question is, having elected these members at the June 22 meeting and not mentioning any of the names which are now excess baggage, Why do we need to include those persons as members of the Corporation in mailing out notices, as we have just done for the May 3 meeting?

With all good wishes.

Sincerely,

J. Wayne Reitz

BINGHAM, DANA & GOULD

100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE: (617) 357-9300  
TWX: 7103210169  
CABLE ADDRESS: BLDGDM BSN

WASHINGTON OFFICE:

SUITE 400  
1724 MASSACHUSETTS AVENUE, N.W.  
WASHINGTON, D. C. 20036  
TELEPHONE: (202) 822-9320

CAPE COD OFFICE:

146 MAIN STREET  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE: (617) 771-2181

EUROPEAN OFFICE:

5 CHEAPSIDE  
LONDON EC2V 6AA  
TELEPHONE: 01-236 2182  
TELEX: 888179  
CABLE ADDRESS: BLDGDM O

March 6, 1984

Dr. J. Wayne Reitz  
University of Florida Foundation  
P. O. Box 14425  
Gainesville, Florida 32604

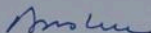
Dear Wayne:

I have concluded that nothing should be said in the minutes of the Executive Committee about amending the Retirement Plan or appointing Richards, Layton & Finger as agents for service of process in Delaware. These actions, if taken by the present Executive Committee, would be of dubious, if not nugatory, effect and can better be taken after there is in being a legally constituted Board of Trustees, which should come about as the result of the proceeding now pending in the Court of Chancery in Wilmington.

So you can wind up your work on the minutes without any in-put from me.

With kind regards.

Sincerely,



Austin S. Ashley

ASA/rw

cc: J. G. Smith

BINGHAM, DANA & GOULD

100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE: (617) 357-9300  
TWX: 7103210169  
CABLE ADDRESS: BLDGDHAM BSN

WASHINGTON OFFICE:

SUITE 400  
1724 MASSACHUSETTS AVENUE, N.W.  
WASHINGTON, D. C. 20036  
TELEPHONE: (202) 822-9320

CAPE COD OFFICE:

146 MAIN STREET  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE: (617) 771-2161

EUROPEAN OFFICE:

5 CHEAPSIDE  
LONDON EC2V 6AA  
TELEPHONE: 01-236 2182  
TELEX: 888179  
CABLE ADDRESS: "BDLDGN G"

March 2, 1984

Dr. J. Wayne Reitz  
University of Florida Foundation  
P. O. Box 14425  
Gainesville, Florida 32604

Dear Wayne:

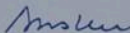
You probably wonder where is the language I was going to send you for the minutes of the meeting of the Executive Committee last month.

The delay is owing to not yet having got wording for the appointment of agent for service of process from our Delaware lawyers. They have been concentrating on the petition to the court.

You asked a while ago for the return of the books. As for them, I am holding them in case they are needed in the proceedings before the Delaware court.

Kindest regards.

Sincerely,



Austin S. Ashley

ASA/rw

BINGHAM, DANA & GOULD

100 FEDERAL STREET

BOSTON, MASSACHUSETTS 02110

TELEPHONE (617) 357-9300

TWX 7103210169

CABLE ADDRESS: BDOGGHAM BSN

WASHINGTON OFFICE:

SUITE 400

1724 MASSACHUSETTS AVENUE, N.W.

WASHINGTON, D. C. 20036

TELEPHONE (202) 822-9320

CAPE COD OFFICE:

146 MAIN STREET

HYANNIS, MASSACHUSETTS 02601

TELEPHONE (617) 771-2161

EUROPEAN OFFICE:

5 CHEAPSIDE

LONDON EC3V 6AA

TELEPHONE 01-236 2182

TELEX 888179

CABLE ADDRESS: 'BDOGLON G'

February 17, 1984

Mr. John G. Smith  
Agropecuaria La Laguna S.A.  
Apartado 432  
Guatemala City, Guatemala C.A.

Dear John:

I have previously explained to you and other members of the Executive Committee that over the years a number of irregularities in corporate procedures have occurred with the result that now it is not readily apparent who are legally entitled to consider themselves to be and to exercise the powers of members of the corporation and who are properly-elected Trustees. The trouble can be traced in part to an old habit of the Trustees (which has also infected the Executive Committee) to assume that they can elect members of the corporation. That is not possible under the charter of the School.

An exhaustive (and exhausting I may say) examination of the corporate records since 1940 reveals various other infelicities. No close of who are the members has been kept, even though membership is for life unless terminated by resignation, legal incapacity or for cause -- sufficient cause being persistent non-attendance in person or by proxy at corporate meetings. No one's membership has ever been terminated for cause. It is extremely important to know who the members are because under the present charter, since vacancies in the membership can be filled only by a vote of at least 2/3 of the whole membership. The election of Trustees at annual meetings requires a vote of a majority of the whole membership. It is clear that the necessary majorities were often lacking, leaving in doubt the elections of both members and trustees on a number of occasions. This in turn has cast doubt on some corporate actions. The intended amendment of the charter in 1975 appears to have been a nullity so that the School is still operating under the 1961 version of the charter, and the 1961 By-Laws are probably the governing ones today.

BINGHAM, DANA & GOULD

Mr. John G. Smith  
February 17, 1984  
Page 2

All of this should not give rise to undue alarm. The corporate integrity of the School is unimpaired and there is a core of surviving duly-elected members and a body of surviving duly-elected trustees. A list of those who I believe fall into those categories is enclosed. There may actually be other members whom I have not identified.

Moreover, the Delaware corporation law provides a way to put things right so far as memberships and trusteeships are concerned by means of a special meeting of members (real or putative). I have enlisted the cooperation of Tom Cabot to begin the procedure in Delaware by petitioning the Court of Chancery (which has jurisdiction over corporations) to order the calling of such a special meeting of members. Tom, being one of the founding members and without any doubt still a member, is the ideal petitioner and he, as you can imagine, if he has not already called you, is eager to help in this connection. A copy of the petition, which he signed today, is enclosed. This will be filed in Wilmington early next week.

Under the Delaware statute we are relying on, whoever appear at the meeting in person or send in proxies will constitute a legal quorum, regardless of number. The intention is to send notices of the meeting, once the Vice Chancellor has issued his order authorizing it, to all the supposed real and all the imaginary members of the corporation. At the meeting the business will be to confirm the elections of the 24 people who are now considered to constitute the Board of Trustees and to confirm the election of those who are believed to be members of the corporation. A form of proxy which shows all of this is enclosed. Vigorous solicitation of proxies will be in order.

One question I have is in which class should Messrs. Hall, Hughes and Wheeler should be placed? There were two vacancies in the class of 1984 and one in that of 1985 but at the meeting in November at which these men were elected, no terms of office were specified in the vote. I have put Hall and Hughes in 1984 and Wheeler in 1985, but that may not be what was intended or indicated to these candidates. Another question is whether any of Messrs. Armour, Dengo, Mejia, Plaza or Robles has died, in which case they ought to be omitted from the list of members set out in item 8 of the proxy card.

A copy of the proposed transmittal letter to be signed by Tom Cabot which will go out with the notice of the meeting and the proxy card is enclosed.

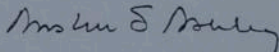
Once the constitution of the membership and the Board of Trustees has been clarified, we can proceed to further corporate housekeeping which has to be done, such as amending the Charter as was intended years ago. The current, but perhaps ineffective, By-Laws also need to be looked at and perhaps revised

BINGHAM, DANA & GOULD

Mr. John G. Smith  
February 17, 1984  
Page 3

and then properly adopted. I have yet not had time to get down to that level. A record of the membership (as contrasted with trusteeship) will also have to be established and then scrupulously kept up to date.

Sincerely,



Austin S. Ashley

ASA/rw  
Our Ref #931179

Enclosures

cc: Executive Committee Members  
William E. Wiggin, Esq.

ESCUELA AGRICOLA PAN-AMERICANA, INC.

Apartado 93  
Tegucigalpa, Honduras, C.A.

PROXY FOR SPECIAL MEETING OF MEMBERS

The undersigned hereby appoints John G. Smith and J. Wayne Reitz, and each of them, with full power of substitution, to represent the undersigned and to vote on behalf of the undersigned at a Special Meeting of the Members to be held at .....m., in the forenoon on ....., 1984, and at any adjournment of such meeting.

The proxy will be voted in favor of the actions proposed below. If you wish the proxies to refrain from casting your vote in favor of anyone named below, you may so signify by drawing a line through the name of such candidate.

Matters to be brought before the meeting:

(1) Confirmation of the election of George P. Gardner, John R. Kimberly, J. Wayne Reitz and John G. Smith as trustees of the corporation, each for a three-year term expiring at the annual meeting of members to be held in May, 1984.

(2) Confirmation of the election of Austin S. Ashley, Marcel Laniado de Wind, Adolfo S. Midence, Hugh L. Popenoe, Roberto Villeda Toledo, John W. Weeks, and Samuel Stone as trustees of the corporation, each for a three-year term expiring at the annual meeting of members to be held in May, 1985.

(3) Confirmation of the election of Frank Bendana R., Thomas W. Mooney, Mario Nufio, George E. Putnam, Jr., Frederic Rosengarten, Jr., Frederick Winthrop, Jr., G. Burke Wright and E. T. York, Jr., as trustees of the corporation, each for a three-year term expiring at the annual meeting of members to be held in May, 1986.

(4) The election or confirmation of election of A. R. Baldwin as a trustee of the corporation for a term commencing on November 20, 1981 and expiring at the annual meeting of members to be held in May, 1984.

(5) The election or confirmation of election of Fernando Eleta A. as a trustee of the corporation for a term commencing on November 12, 1982 and expiring at the annual meeting of members to be held in May, 1984.

(6) The election or confirmation of election of L. Neel Hall and James S. Hughes as trustees of the corporation, each for a term commencing on November 18, 1983 and expiring at the annual meeting of members to be held in May, 1984.

(7) The election or confirmation of election of Richard O. Wheeler for a term commencing on November 18, 1983, and expiring at the annual meeting of members to be held in May, 1985.

(8) The election or confirmation of election as members of the corporation of the following persons:

Robert P. Armour  
Austin S. Ashley  
A. B. Baldwin  
Frank Bendana R.  
Thomas D. Cabot  
Jorge Manuel Dengo  
Fernando Eleta A.  
George P. Gardner, Jr.  
W. Latimer Gray  
L. Neel Hall  
James S. Hughes  
John R. Kimberly  
Marcel Laniado de Wind  
Catherine C. Lastavica  
Jorge Mejia  
Adolfo S. Midence  
Thomas W. Mooney  
Mario Nufio  
Hugh L. Popenoe  
George E. Putnam, Jr.  
J. Wayne Reitz  
Leonel Robles  
Rodman C. Rockefeller  
Frederic Rosengarten, Jr.  
John G. Smith  
Samuel Stone  
Roberto Villeda Toledo  
John W. Weeks  
Richard O. Wheeler  
Frederick Winthrop, Jr.  
G. Burke Wright  
E. T. York, Jr.

Please date and sign this Proxy immediately and mail it at once in the accompanying envelope.

Dated: \_\_\_\_\_, 1984

Signed: \_\_\_\_\_

THOMAS D. CABOT  
31 Farm Road  
Weston, Massachusetts

..... .., 1984

.....  
.....  
.....

Dear .....

Escuela Agricola Pan-Americana, Inc. ("the Corporation") was organized as a not-for-profit corporation in 1941 under the laws of Delaware. Over the past four decades it has performed a most useful and distinguished role in providing agricultural education in Latin America. I am proud to have been a member of the Corporation since its inception, and I am proud to regard you as one of my fellow members.

The charter of the Corporation and the corporate by-laws determine the manner in which members of the Corporation are elected. A recent detailed review of the Corporation's minutes has shown that for some years there have been deviations from legal requirements for the election of members and that many whom we regard as members may not have been validly elected. To the extent that this draws in question the membership of many who have annually assembled for the election of trustees, the validity of the election of that governing body is also in doubt. Fortunately, an examination of the minutes has enabled our counsel to determine that there are some members whose elections are indisputably valid. They can take action necessary to remove the present uncertainties.

On advice of our counsel, I have petitioned the Court of Chancery of the State of Delaware to order an election of Trustees.

Under a provision of the Delaware Corporation Law, Section 215, the Court may order an election of trustees, on the theory that the meeting held last May for that purpose was invalid, for want of a quorum of members. Under that provision, the charter and by-law requirements of a quorum are dispensed with, and action taken by duly elected members, either in person or by proxy, will have the effect of valid corporate action.

The (Vice) Chancellor of Delaware, the Honorable ....., has held a hearing, and has entered an Order calling for an election to be held at .... a.m. at ..... [name of location] ..... for the purpose of electing a

full Board of Trustees. I am undertaking to solicit proxies for the election of all those now believed to be trustees, the validity of whose title is drawn in question because of the circumstances described above.

I also urge that those who are unquestionably elected members of the Corporation not only elect a Board of Trustees at the meeting, but that they elect and confirm the membership of any present member whose status as such has been rendered uncertain by virtue of these recent discoveries.

To sum up: It is my object to make certain that the Corporation has a validly elected Board of Trustees capable of managing the affairs of the Corporation and that there be no further question about the status of those whom we regard as members. The solicitation of proxies will be made to all who are thought to be members, including those whose membership has been drawn in question because if they are duly elected members, they are entitled to vote. It is extremely important that all those solicited attend the meeting or at least return their proxies. It is also hoped that the members, both putative and unquestioned, will act in concert in assuring a unanimity of voice that will permanently eliminate those uncertainties now endangering the proper conduct of the Corporation's business.

I enclose the following:

- (1) A copy of the petition presented to the Chancellor of Delaware.
- (2) A copy of an Order signed by him on .....
- (3) A proxy card for the purposes of (a) electing as trustees those named on the card, and (b) confirming the status as members of our entire membership.
- (4) A list of members, together with a brief explanation of the reasons that have raised doubts about the validity of the election of certain of them.

Yours very truly,

Thomas D. Cabot

Enclosures

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE  
IN AND FOR NEW CASTLE COUNTY

IN THE MATTER OF: )  
 )  
ESCUELA AGRICOLA PAN- )  
AMERICANA, INC., a non-stock ) C.A. No.  
corporation of the State )  
of Delaware )

AFFIDAVIT OF THOMAS D. CABOT


COMMONWEALTH OF MASSACHUSETTS )  
 ) SS:  
COUNTY OF SUFFOLK )

Thomas D. Cabot, having been duly sworn according to law, deposes and says:

- (1) That he is the applicant in the Petition to which Affidavit is annexed.
- (2) That he has read this Petition and that each of the allegations therein set forth are true to the best of his knowledge and belief.

  
Thomas D. Cabot

SWORN TO AND SUBSCRIBED before me this 17th day of February, 1984.

  
Notary Public

My Commission Expires: 1-11-85

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE  
IN AND FOR NEW CASTLE COUNTY

IN THE MATTER OF:                    )  
  )  
ESCUELA AGRICOLA PAN-                )  
AMERICANA, INC., a non-stock        ) C.A. No.  
corporation of the State               )  
of Delaware                            )

APPLICATION PURSUANT TO 8 DEL. C. ¶215(d)

The application of Thomas D. Cabot respectfully represents:

(1) That the undersigned applicant is a duly elected member of Escuela Agrícola Pan-Americana, Inc. ("the Corporation"), a Delaware corporation without issued stock, organized in 1941 exclusively for educational purposes and not for pecuniary profit.

(2) That the Corporation is presently in good standing under the General Corporation Law of the State of Delaware.

(3) That by the terms of the Certificate of Incorporation (Article TWELFTH), the members of the Corporation elect the governing body of the Corporation, a Board of Trustees, which, under by-laws of the Corporation is divided into three classes, the term of office of one of which classes expires annually.

(4) That it is provided in Article FIFTH of the Corporation's Certificate of Incorporation that vacancies in the originally established membership (who are specifically named in that Article) are to be filled, and that additional members may be elected, in each case by the vote of no less than two-thirds of those who are members of the Corporation at the time such vacancies are filled or such additional members elected.

(5) That a recent examination of the minutes of the meetings of the members of the Corporation has disclosed that, because of apparent irregularities in the purported election of members of the Corporation, especially disregard of the requirements by no less than two-thirds of the entire membership, specified in Article FIFTH of the Certificate of Incorporation of the Corporation, there is substantial uncertainty as to the identity of those persons who constitute the full membership of the Corporation.

(6) That because of the uncertainty of the identity of those who make up the full membership of the Corporation, there is a further and consequent uncertainty whether any annual meeting of the members for the purpose of electing trustees held since April 6, 1970, has had the requisite quorum specified in Article TENTH of the Certificate of Incorporation to accomplish the election of trustees, purportedly achieved at such meeting.

*we know  
had meeting!*

(7) That, on the other hand, it can be said with certainty that the annual meeting of members held May 6, 1983 engaged in a nugatory and merely purported election of trustees, for want of a quorum.


(8) That while there is substantial uncertainty as to the validity of the election of many thought to be members of the Corporation, there is no uncertainty whatsoever as to the validity of membership of others. There is annexed hereto a list of names and addresses of those persons who are indisputably duly elected members of the Corporation and a secondary list of the names and addresses of those persons who may or may not be members of the Corporation, but who have in good faith believed themselves to be members and who have conducted themselves in a manner consistent with that belief.

*where?*

(9) That the uncertainty as to the legality of the composition both of the membership of the Corporation and of the Board of Trustees of the Corporation poses substantial and obvious hazards to the validity of the Corporation, its affairs, its assets and the mode in which it conducts its business.

(10) The applicant, the undersigned, has been advised by his counsel that the invalidity of the purported meeting of members held May 6, 1983 constitutes as a matter of law a failure to hold an election of trustees under the Corporation's Certificate of Incorporation and that, in consequence thereof, this Honorable Court may summarily order an election to be held upon this application.

WHEREFORE, applicant prays that this matter be set down for hearing and thereafter to issue relief pursuant to 8 Del. C. §215(d) and such other and further relief as may to this Honorable Court seem mete and fitting.

  
Thomas D. Cabot

---

William E. Wiggin  
Richards, Layton & Finger  
One Rodney Square  
P. O. Box 551  
Wilmington, Delaware 19899  
Attorneys for Petitioner

OF COUNSEL:

Austin S. Ashley, Esq.  
Bingham, Dana & Gould  
100 Federal Street  
Boston, Massachusetts 02110



ESCUELA AGRICOLA PANAMERICANA

APARTADO 83  
TEGUCIGALPA, HONDURAS

OFFICE OF THE TREASURER  
SUITE 3500  
100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110  
U.S.A.

TELEPHONE: (617) 357-9300  
TWX: 731-3210169

October 17, 1983

Dr. J. Wayne Reitz  
University of Florida Foundation  
P. O. Box 14425  
Gainesville, Florida 32604

Dear Wayne:

We were all sorry you weren't able to be at the meeting last Friday.

I don't know whether all those consents relating to the proposed new bank accounts have come to you yet, but since I wanted to change the authorization on the two existing accounts -- the general account and the ASHA grants special account -- I took advantage of the meeting to have the whole business -- new accounts and changes in the old ones -- authorized right then and there. Accordingly, the consents should be destroyed.

I have made up three certificates for you to sign and seal with the corporate seal setting out the resolutions dealing with the bank accounts.

In addition, there are two documents entitled "Certification of Titles" which also require your signature and the corporate seal. Both of these are for the Bank.

Earlier on I sent you and Malo some signature cards. I'm still looking for them.

On the Lastavica matter, I explained to the group the essence of the problem we have. I could see no reason to try to keep it under cover any longer. My recommendation is that, pending finding a solution, the best thing would be for you to write a letter to Mrs. Lastavica and say something to the effect that regrettably the Board recognizes that, relying on precedent, it had misinterpreted her intentions when she submitted her resignation and that the Executive Committee has directed that the minutes of the May, 1983 meeting be amended to reflect the fact that it was only her resignation as Trustee that was accepted. The Committee also wishes to assure her that there was no intention on the part of the Trustees to attempt to exclude her from participation in meetings of the members.

Sincerely,

Austin S. Ashley

cc: John W. Weeks



ESCUELA AGRICOLA PANAMERICANA

APARTADO 93  
TEGUCIGALPA, HONDURAS

OFFICE OF THE TREASURER  
SUITE 3500  
100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110  
U.S.A.

TELEPHONE: (617) 357-9300  
TWX: 731-3210169

6 October, 1983

Dr. Simon E. Malo  
Escuela Agrícola Pan-Americana, Inc.  
Apartado 93  
Tegucigalpa  
Honduras, C.A.

Dear Simon:

Your letter of 26th September comes as a bit of a surprise, since I have previously, in my letter of August 29, 1983, explained to you that the \$34,000 represented various gifts received this year (all of which had been duly reported). It is not self-evident in every case that a particular donation was intended to be gobbled up immediately as free operating funds. Some are clearly not so intended. I know the general practice in the past has been to deposit donations of money and proceeds of gifts of securities in the general account with Bank of Boston without considering whether or not that was the right place, but I am of the opinion that is a bad practice and should stop. A beginning had to be made at some point.

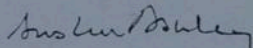
I have recommended to Chairman Smith that each Dollar donation should first be placed in a special account with Bank of Boston until the Board of Trustees or the Executive Committee determines whether the amount donated should properly be added to the principal of the endowment fund or allowed to be used as current income to defray ordinary operating expenses. (Probably a similar account should be set up in Honduras for gifts received there.) This will simplify accounting for the receipt and disposition of donations and thus be more in keeping with the Trustees' fiduciary responsibilities in their regard. I placed the \$34,000 in the hands of the custodian so that it could be invested in Bank of New England's money-market fund pending the need to withdraw it. One reason for having done that is that EAP has had a habit, which needs to be broken, of keeping excessive amounts of uninvested cash in the general account. In the past nine months, for example, the average balance in that account has been

Dr. Simon E. Malo  
6 October, 1983  
Page 2

about \$233,000, and the lowest average balance has been over \$125,000. In March it was over \$300,000. As this practice could result in criticism of the Trustees as a violation of their fiduciary obligations in respect of management of the School's resources, I have recommended that EAP establish an interest-bearing account of its own in which to carry funds not required from day to day. Such an account would be subject to immediate withdrawal should a need arise to replenish the general account or to discharge a particular obligation.

As for Mr. Fiallos' memorandum, I find totally unacceptable the suggestion that checks drawn by the Treasurer be "confirmed" in Zamorano. The intimation that action of the Treasurer might subject the School to the creation of overdrafts is far-fetched, to say the least -- as is the notion that what I have done is the result of some misunderstanding on my part of what the Board of Trustees have decided.

Very truly yours,



Austin S. Ashley

ASA/rw

cc: J. Smith  
G. Putnam  
J. Reitz  
J. Weeks

BINGHAM, DANA & GOULD

100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE: (617) 357-9300  
TWX: 7103210169  
CABLE ADDRESS: BLDGDM BSN

WASHINGTON OFFICE:

SUITE 400  
1724 MASSACHUSETTS AVENUE, N.W.  
WASHINGTON, D. C. 20036  
TELEPHONE: (202) 822-9320

CAPE COD OFFICE:

146 MAIN STREET  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE: (617) 771-2181

EUROPEAN OFFICE:

5 CHEAPSIDE  
LONDON EC2V 6AA  
TELEPHONE: 01-236 3182  
TELEX: 888179  
CABLE ADDRESS: BLDGDM G

28 June, 1982

Frank A. Dickey,  
Supervisory Auditor  
Regional Inspector General,  
Audit, Washington  
AID Rm 514 SA-16  
Washington, D. C. 20523

Re: Escuela Agricola Pan-Americana, Inc.

Dear Sir:

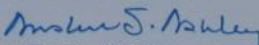
In response to your letter of June 8, 1982, I enclose here-with a copy of the audited financial statements of Escuela Agrícola Pan-Americana, Inc. ("the School") for the year ended December 31, 1981, prepared by Mendieta Y Asociados, representatives in Honduras of Arthur Young & Company.

As the School has, to my knowledge, no subgrantees, no material is enclosed of the kinds mentioned in numbered paragraphs 2 through 5 of your letter.

I note and have advised the director of the School, Dr. Simon Malo, of your intended visit.

For future communications to the addressee of your letter, please note that the undersigned is currently Treasurer of the School, and uses the above address, i.e., 100 Federal Street, Boston, Massachusetts 02110 (Telephone: (617) 357-9300).

Very truly yours,

  
Austin S. Ashley

ASA/rw  
Enclosures

cc: Mr. J. Wayne Reitz ✓  
Dr. Simon E. Malo

UNITED STATES INTERNATIONAL DEVELOPMENT COOPERATION AGENCY  
AGENCY FOR INTERNATIONAL DEVELOPMENT  
WASHINGTON D.C. 20523

June 8, 1982

AID Grants Officer  
Escuela Agricola Panamericana, Inc.  
Museum of Science, Science Park  
Boston, MA 02114

Dear Sir:

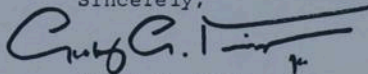
The Office of Inspector General, Agency for International Development, is conducting a review of AID grantee control and accountability over their subgrantees. Accordingly, we are requesting that your organization furnish us, on or before July 9, 1982, with the following material.

1. Last annual audit report for your organization.
2. List of subgrantees, and related funding for the fiscal year ending September 30, 1982.
3. Individual project justification-sheets for active subgrants.
4. Last audit report for each individual subgrantees and applicable actions taken by your organization on the audit recommendations.
5. Project evaluations, covering your subgrantees for the period beginning January 1, 1981 to the present.

We plan to visit AID grantees to review their financial records and procedures as they relate to subgrantees. We will contact your organization at some later date, prior to making the actual visit.

If you have any questions concerning the requested information, please contact me or Geoff Fritzler at (703) 235-9723/24.

Sincerely,



Frank A. Dickey  
Supervisory Auditor  
Regional Inspector General,  
Audit, Washington  
AID Rm 514 SA-16  
Washington, D.C. 20523

ESCUELA AGRICOLA PANAMERICANA

P.O. Box 14425  
Gainesville, Florida 32604

Office of the Secretary

December 22, 1981

MEMORANDUM

TO: Trustees, Escuela Agricola Panamericana  
RE: Austin S. Ashley's letter of resignation

At the November 20-21 Board of Trustees meeting, Chairman John Smith read Austin Ashley's letter of resignation. Although I did not include this in the minutes, it appeared desirable to circulate it as a separate document, which I am now doing. I have cleared this procedure with Messrs. Ashley and Smith several days ago.

I have just read Dr. Catherine C. Lastavica's letter under date of December 14 to all Board members. In light of the statement she makes in the penultimate paragraph of her letter, it is particularly appropriate to share Mr. Ashley's letter with you.

As far as I know, Mr. Ashley is still considering the request of the Board that he withdraw his resignation. As a member of that Board for 26 years, I sincerely trust that he will remain a member notwithstanding Dr. Lastavica's irresponsible accusations concerning certain individual Board members.

Sincerely,

J. Wayne Reitz  
Secretary

enc.

BINGHAM, DANA & GOULD

100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE: (617) 357-9300  
TWX: 7103210169

CABLE ADDRESS: BLDGDHAM BSN

EUROPEAN OFFICE:

5 CHEAPSIDE  
LONDON EC2V 6AA  
TELEPHONE: 01-236 2182  
TELEX: 688179  
CABLE ADDRESS: BGDGDN G

CAPE COD OFFICE:

146 MAIN STREET  
PARK SQUARE  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE: (617) 771-2161

2 November, 1981

Mr. John G. Smith  
Agropecuaria La Laguna S.A.  
Apartado 432  
Guatemala City  
Guatemala, C.A.

Dear John:

Burke Wright's memorandum of October 28th has just come to my attention and has caused me no end of chagrin.

Briefly, my position has become completely untenable as a result of the refusal of Dr. Lastavica to provide Arthur Young with the information they could reasonably have expected from him.

Dr. Lastavica represented himself to be a trained accountant and in view of the nature of his day-to-day work, of which I had some knowledge, I believed that he was far better qualified than I to make the technical analysis of investment performance which was required. Foolishly, I relied on his work, never imagining to be let down by him so grossly, were it questioned.

Obviously, there is nothing more than I can do now except to spare the Trustees and the School from further embarrassment by misguided actions on my part.

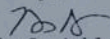
I hereby resign as Trustee and Treasurer of Escuela Agricola Pan-Americana, Inc., effective immediately.

Such records as I have pertaining to the office of Treasurer are at the disposal of the Board.

I am very sorry to have to do this, as I have enjoyed my years on the Board and the pleasant associations the meetings have afforded. Yours is a friendship I have particularly valued and I shall miss occasions together in the future.

With all best wishes.

Sincerely,

  
Austin S. Ashley -

ASA/rw

cc: G. B. Wright  
J. W. Reitz ✓



ESCUELA AGRICOLA PANAMERICANA  
APARTADO 68  
TEGUCIGALPA, HONDURAS

Apartado Postal 432  
Guatemala

November 27, 1981

Austin Ashley esq:  
Bingham, Dana & Gould  
100 Federal Street  
Boston, Mass 02110

Dear Austin:

As I told you on the telephone from New York I was personally very distressed by your letter of November 2nd tendering your resignation as a Trustee of the school.

At the meeting of the Board of Trustees on November 20th at Gainesville I advised the Trustees of the contents of your letter. After a brief discussion a resolution was passed asking you to withdraw your resignation and I was instructed to communicate this resolution to you.

The discussion over your resignation took particular note of your valuable services to the school since you have been a member of the Board and the unfortunate circumstances surrounding your resignation which make it especially desirable that you should not resign at this particular time.

I would like to add that I noted a feeling of considerable sympathy among those present for the position into which you had been forced and a genuine understanding of this position by many Trustees who are suffering from the same embarrassment to which you have been submitted.

You will eventually receive a copy of the draft minutes of this meeting but as the issuance of these by the secretary necessarily involves some delay I sent you a draft of some of the important resolutions passed at the meeting for your advance information.

I sincerely hope that you will take this letter into account and withdraw your resignation as you will find that this action will receive overwhelming approval by the Board.

Sincerely yours,

  
John E. Smith

c.c. G.B. Wright  
J.W. Reitz

*Reitz*

BINGHAM, DANA & GOULD

100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE: (617) 357-9300  
TWX: 7103210169  
CABLE ADDRESS: BLDGDHGM BSN

~~367-8590~~

443-2173

~~203-531-4212~~

914-332-4282-*Wright*

EUROPEAN OFFICE:

5 CHEAPSIDE  
LONDON EC2V 6AA  
TELEPHONE 01-236 2182  
TELEX 888179  
CABLE ADDRESS: BDGLDNG

CAPE COD OFFICE:

146 MAIN STREET  
PARK SQUARE  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE (617) 771-2161

2 November, 1981

Mr. John G. Smith  
Agropecuaria La Laguna S.A.  
Apartado 432  
Guatemala City  
Guatemala, C.A.

Dear John:

Burke Wright's memorandum of October 28th has just come to my attention and has caused me no end of chagrin.

Briefly, my position has become completely untenable as a result of the refusal of Dr. Lastavica to provide Arthur Young with the information they could reasonably have expected from him.

Dr. Lastavica represented himself to be a trained accountant and in view of the nature of his day-to-day work, of which I had some knowledge, I believed that he was far better qualified than I to make the technical analysis of investment performance which was required. Foolishly, I relied on his work, never imagining to be let down by him so grossly, were it questioned.

Obviously, there is nothing more than I can do now except to spare the Trustees and the School from further embarrassment by misguided actions on my part.

I hereby resign as Trustee and Treasurer of Escuela Agricola Pan-Americana, Inc., effective immediately.

Such records as I have pertaining to the office of Treasurer are at the disposal of the Board.

I am very sorry to have to do this, as I have enjoyed my years on the Board and the pleasant associations the meetings have afforded. Yours is a friendship I have particularly valued and I shall miss occasions together in the future.

With all best wishes.

Sincerely,

*TA*  
Austin S. Ashley \_

ASA/rw

cc: G. B. Wright  
J. W. Reitz ✓

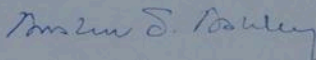
2 November, 1981

John Smith, Chairman of the  
Board of Trustees  
Escuela Agricola Pan-Americana Inc.  
Apartado 93  
Tegucigalpa, Honduras C.A.

Dear Mr. Smith:

I hereby resign as Trustee and Treasurer of Escuela Agricola  
Pan-Americana, Inc., effective immediately.

Very truly yours,



Austin S. Ashley

ASA/rw

cc: J. W. Reitz, Secretary

BINGHAM, DANA & GOULD

100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE: (617) 357-9300  
TWX: 7103210169  
CABLE ADDRESS: BDDGHAM BSN

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5 CHEAPSIDE  
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TELEPHONE: 01-236 2182  
TELEX: 888179  
CABLE ADDRESS: BDDGLDN G

CAPE COD OFFICE:  
146 MAIN STREET  
PARK SQUARE  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE: (617) 771-2161

October 21, 1981

G. Burke Wright, Vice President  
United Brands Company  
1271 Avenue of the Americas  
New York, New York 10020

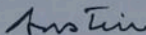
Dear Burke:

On behalf of Escuela Agricola Pan-Americana, Inc. and all the Trustees, let me express thanks to you and United Brands Foundation for the generous gift to the School of \$35,000 which accompanied your letter of October 9. The continuing substantial support of the School by United Brands is heart warming to all concerned in efforts to ease its financial burdens.

Unfortunately I have a professional conflict with next month's meeting of the Trustees, but I hope to see you at the next meeting of the Executive Committee.

With kind personal regards.

Sincerely,



Austin S. Ashley

ASA:ejs

CC: J. Smith  
S. Malo  
W. Reitz ✓  
M. Dickson

BINGHAM, DANA & GOULD  
100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE (617) 357-9300  
TWX 7103210169  
CABLE ADDRESS BDDGHHM BSN

EUROPEAN OFFICE:  
5 CHEAPSIDE  
LONDON EC2V 6AA  
TELEPHONE 01-236 2182  
TELEX 888179  
CABLE ADDRESS: BDDGHN G

CAPE COD OFFICE  
146 MAIN STREET  
PARK SQUARE  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE (617) 771-2181

21 September, 1981..

Mr. David A. Santos, Director  
Office of American Schools and  
Hospitals Abroad  
Room 260 SA-8  
Agency for International Development  
Washington, D. C. 20523

Re: AID/ASHA Grants #233 and #252  
Escuela Agricola Pan-Americana ("EAP")


Dear Mr. Santos:

It has been brought to my attention that EAP, the recipient of the above grants, has not established a special bank account as required by the terms thereof.

In order to rectify the situation, at the next meeting of the Executive Committee of EAP, which will be held in Tegucigalpa, Honduras, on October 2d, a resolution will be adopted establishing a special non-interest bearing checking account with The First National Bank of Boston entitled "Escuela Agricola Pan-Americana, Inc. ASHA Grants Special Account" to which will be credited all future payments received from AID under AID/ASHA grants and from which disbursements for approved expenditures under such grants will be made.

A copy of my letter of today's date to the Secretary of the School on the above subject is enclosed.

Very truly yours,



Austin S. Ashley

ASA/rw

cc: Simon E. Malo  
Monte C. Dixon  
J. Wayne Reitz ✓  
Barbara Vogel

## CERTIFICATION OF TITLES

I, the undersigned, HEREBY CERTIFY to The First National Bank of Boston that the present Title Holders of ESCUELA AGRICOLA PAN-AMERICANA, INC.

duly elected or appointed to hold office until their respective successors are chosen, and empowered to act for and on its behalf in any of its business with the said Bank within the authority prescribed in the resolutions heretofore certified to the said Bank, are

NAME	TITLE
Austin S. Ashley	Treasurer
Simon E. Malo	Director
Mariano Jimenez	Business Manager
Monte C. Dixon	Comptroller

IN WITNESS WHEREOF, I have hereunto set my hand and affixed its Seal  
this second day of October 19 81

[SEAL]

CONFIRMED:

*J. Wayne Reitz*  
Secretary-Clerk

Title THE FIRST NATIONAL BANK OF BOSTON

B 185 (Rev. 9/80)

*This certificate must be signed by the secretary or clerk. If such secretary or clerk is authorized to act alone by any previously certified resolution, this certificate must also be confirmed by another officer of the corporation.*

CORPORATE RESOLUTIONS  
FOR  
OPENING AND MAINTAINING CORPORATION ACCOUNTS

I HEREBY CERTIFY that the following is a true copy of resolutions adopted by the ~~Executive Committee of the Board of~~ Executive Committee of the Board of Trustees of

1. (Name of Corporation) ESCUELA AGRICOLA PAN-AMERICANA, INC.  
Taxpayer Identification Number \_\_\_\_\_  
2. (State granting Charter) Delaware corporation, at a meeting of the ~~Board~~ said Committee duly held on (by a consent vote dated) \_\_\_\_\_  
3. (Date Resolution Passed) October 2 19 81 at which a quorum was present, that the same are in conformity with the provisions of the charter and by-laws of the Corporation and that each thereof is now in full force and effect.

RESOLVED, that this corporation open/revise a checking account or accounts and/or a savings account with THE FIRST NATIONAL BANK OF BOSTON as follows: \_\_\_\_\_ Account Number \_\_\_\_\_

- A. (Name(s) of Account(s) to be opened) ESCUELA AGRICOLA PAN-AMERICANA, INC. -  
~~XXXXXXXX~~ ASHA GRANTS SPECIAL ACCOUNT

and, subject to the discretion of the officers specified in Section B (1) of the next succeeding Resolution, acting as provided in Section B (2) of that Resolution, additional account(s) whenever necessary, which account(s) shall be named as the Bank and such officers agree and that the Bank is hereby designated as a depository of this Corporation with authority to accept at any time for the credit of said account(s) deposits by whomsoever made of funds in whatever form and in whatever manner endorsed.

RESOLVED, that until duly notified in writing of a Resolution to the contrary, THE FIRST NATIONAL BANK OF BOSTON is authorized and directed to pay, certify, apply, or otherwise honor and charge to the account(s) authorized by the next preceding Resolution, without inquiry and without regard to the application of the proceeds thereof, checks, drafts, notes, bills of exchange, acceptances, undertakings, and other instruments or orders for the payment, transfer, or withdrawal of money for whatever purpose and to whomsoever payable, including those drawn to the individual order of a signer, and to recognize as valid all waivers of demand, protest, and notice of protest or dishonor of any check, note, bill, draft or other instrument made, drawn or endorsed in the name of this Corporation, when signed, accepted, or endorsed by

- B. (1) (Designate Signers by using \_\_\_\_\_  
Titles Only use Names when \_\_\_\_\_  
Signers have No Titles. Use \_\_\_\_\_  
B-185 to Certify Titles. \_\_\_\_\_  
\_\_\_\_\_
- (2) Indicate Manner of Signing \_\_\_\_\_  
(Singly, any two or otherwise) Any two; or in the case of checks, drafts or other orders  
for the payment in amounts less than \$5,000, singly.

RESOLVED, that until duly notified in writing of a Resolution to the contrary, THE FIRST NATIONAL BANK OF BOSTON (is) (is not) authorized to transfer funds from the savings account to the checking account(s) and vice versa by telephone request from the officers specified in Section B (1). The Bank is hereby relieved from liability for errors, omissions, or unauthorized transfers which it may make, provided that in acting upon such telephoned requests it shall exercise due diligence and reasonable care.

RESOLVED, that until duly notified in writing of a Resolution to the contrary, THE FIRST NATIONAL BANK OF BOSTON is authorized to accept and act upon the certificate of the Secretary or any other officer of this Corporation as to the names of the present and future officers of this Corporation and to act and rely upon any specimens of signatures of officers, or other persons, if any, authorized to sign and act for this Corporation, which are furnished to the Bank by such Secretary or any other officer.

Witness my hand and the official seal of this Corporation, this second day of October 19 81

(SEAL)

J. Wayne Reitz  
Secretary

(TITLE OF RECORDING OFFICER)

NOTE: If such secretary or other recording officer is authorized to act alone by the above resolution, this certificate must also be confirmed by another officer.

Confirmed \_\_\_\_\_ (OTHER OFFICER)

ORGANIZATION and BUSINESS ACCOUNT	Account Number	TITLE	Office No.
	<input type="text"/>	<input type="text"/>	<input type="text"/>
In consideration of THE FIRST NATIONAL BANK OF BOSTON accepting this account, I/we agree to be bound by the regulations governing the type of account indicated on the reverse, and the rules and standard service charges established by the Bank from time to time.			
AUTHORIZED SIGNATURES			
		<i>Mosley S. Rowley</i>	(Treasurer)
		<i>Simon E. Mayo</i>	Director
		<i>W. Wilson</i>	Business Manager
		<i>MCDixon</i>	Comptroller
R 736			

ORGANIZATION and BUSINESS ACCOUNT	Account Number	TITLE	Office No.
	<input type="text"/>	<input type="text"/>	<input type="text"/>
In consideration of THE FIRST NATIONAL BANK OF BOSTON accepting this account, I/we agree to be bound by the regulations governing the type of account indicated on the reverse, and the rules and standard service charges established by the Bank from time to time.			
AUTHORIZED SIGNATURES			
		<i>Mosley S. Rowley</i>	(Treasurer)
		<i>Simon E. Mayo</i>	Director
		<i>W. Wilson</i>	Business Manager
		<i>MCDixon</i>	Comptroller
R 736			

BINGHAM, DANA & GOULD

100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE (617) 357-9300  
TWX 7103210169  
CABLE ADDRESS: BLDGDHAM BSN

EUROPEAN OFFICE:  
5 CHEAPSIDE  
LONDON EC2V 6AA  
TELEPHONE 01-238 2182  
TELEX 888179  
CABLE ADDRESS: BODLON G

CAPE COD OFFICE:  
148 MAIN STREET  
PARK SQUARE  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE (617) 771-2161

21 September, 1981

Dr. J. Wayne Reitz, Secretary  
Escuela Agricola Pan-Americana, Inc.  
2105 N.W. 27th Terrace  
Gainesville, Florida 32605

Dear Wayne:

It has been brought home to me in the course of recent discussions with people at AID regarding the form of some vouchers and other documents filed in connection with the School's 1980 and 1981 ASHA Grants that the School should have established a separate bank account to which payments by AID should be credited and from which payments for authorized expenditures should be made.

In order to remedy the situation, we must, as soon as possible, open a special bank account to handle ASHA funds and, to document what has gone on in the past for the benefit of AID and its auditors, Monte Dixon will have to construct a schedule of source and application of funds relating to the 1980 and 1981 grants by analyzing the deposits made and checks drawn on the School's regular account with The First National Bank of Boston.

In order to open the special account, the Executive Committee will have to pass a resolution at the October meeting and you, as Secretary, will have to certify a copy of it for delivery to the Bank along with signature cards and a certification of officers.

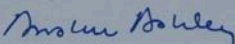
Enclosed are the necessary forms, ready for signature. The resolution follows the form of the one relating to the School's regular account. Please be sure to put the corporate seal on the two certificates.

Two signature cards are required. I have signed two of those enclosed. The others can add their signatures.

Thanks for your help.

With kind regards.

Sincerely,

  
Austin S. Ashley

ASA/rw

Enclosures

cc: Simon E. Malo  
Monte C. Dixon  
David A. Santos

August 28, 1981

Mr. Austin S. Ashley  
Bingham, Dana and Gould  
100 Federal Street  
Boston, MA 02110

Dear Austin:

I have your memorandum of August 18 to members of the Executive Committee concerning the final and corrected version of EAP's retirement plan. Now I refer to my letter of the same date to you, in which I raised the question about page 11 of the plan which you had sent and suggested by substituted. It is obvious that it does not fit the revised plan. In accordance with your memo I am accepting the final and revised edition as the permanent one. However, there is a correction to be made under subsection 7.01, second line, top of page 12 where the word "three" should be changed to "four". As you will recall at the Executive Committee meeting on May 4 when you reported about the retirement plan it was agreed to have four members and this was concurred in by the trustees on the following day.

With all good wishes.

Sincerely,

J. Wayne Reitz  
Secretary

August 18, 1981

Mr. Austin S. Ashley  
Bingham, Dana and Gould  
100 Federal Street  
Boston, MA 02110

Dear Ashley:

I have been attempting to get the files of the Secretary organized and in so doing, I have come upon certain materials which I believe belong to the treasurer. While these are of no immediate importance, I shall nonetheless bring them to you at our Miami meeting in November.

In the meanwhile, I am having a problem of reconciling a corrected page of the retirement plan which you sent with your letter of August 3. In reviewing a copy of the Retirement and Death Benefit Plan, restated and amended from January 1, 1981, I find that page 11 therein does not match the page 11 which you sent. I also find that John Weeks states that the above-mentioned plan, effective January 1, was approved at the trustees meeting on May 5th. My question therefore is what document does the page 11 which you sent with your letter properly match? I am enclosing a copy of the page you sent as well as the page that appears to be from the approved copy.

With all good wishes.

Sincerely,

J. Wayne Reitz

enc.2

BINGHAM, DANA & GOULD

100 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

TELEPHONE: (617) 357-9300  
TWX: 7103210169  
CABLE ADDRESS: BLDGGHAM BSN



146 MAIN STREET  
PARK SQUARE  
HYANNIS, MASSACHUSETTS 02601  
TELEPHONE: (617) 771-2161

EUROPEAN OFFICE:  
5 CHEAPSIDE  
LONDON EC2V 6AA  
TELEPHONE 01-236 2102  
TELEX 888179  
CABLE ADDRESS: BOGLDN G

3 August, 1981

Mr. J. Wayne Reitz  
Escuela Agricola Pan-Americana  
P. O. Box 14425  
Gainesville, Florida 32604

Dear Wayne:

Thanks for your letter of the 28th and enclosure (which has been deposited).

As a matter of fact, I have a supply of deposit slips. I don't understand what John Weeks could have been thinking. In any event, its wrong; but if you would like to make deposits, I'd be happy to send you some of the tickets (though that doesn't make sense to me).

I'm sure that in the due course, contributors will get the message that the Secretary is no longer also the Treasurer.

Incidentally, you will find enclosed a corrected page of the Retirement Plan which changes the membership of the Retirement Committee from three to four.

I'm awaiting from you the Bank's form of mandate and encumbency certificate. The new signature cards, I have.

With kindest regards.

Sincerely,

Austin S. Ashley

ASA/rw  
Enclosure

July 28, 1981

Mr. Austin S. Ashley  
Engham, Dana and Gould  
100 Federal Street  
Boston, MA 02110

Dear Austin:

Please find enclosed a check from George Putnam in the amount of \$500 which you can deposit to the account of Escuela Agricola Pan-americana.

In a letter from John Weeks dated June 26, he writes that I am the custodian of the deposit slips for the First National Bank in Boston and will be making deposits of contributions from time to time. I don't quite follow him on this in view of the fact that I cannot find deposit slips and further, it seems to me that this should be the treasurer's function. If you disagree and wish to handle it otherwise, please let me know. I am sure that some funds will come to my attention from time to time because of John having served both as secretary and treasurer. However, I am sure we can work out these little difficulties as time goes by.

John Weeks wrote a letter of thanks to George Putnam; I have also done so. Therefore you need feel no obligation to do so in this particular instance unless you feel a compelling reason.

With warm good wishes.

Sincerely yours,

J. Wayne Reitz

enc.

J. WAYNE REITZ  
P. O. BOX 14425  
UNIVERSITY OF FLORIDA  
GAINESVILLE, FLORIDA 32604

OFFICE OF THE PRESIDENT EMERITUS

July 26, 1984

Austin S. Ashley, Partner  
Bingham, Dana and Gould  
100 Federal Street  
Boston, MA 02110

Dear Austin:

I have William E. Wiggin's letter of July 18 concerning the steps we need to take in "consolidating the advantages secured through the recent proceedings in court."

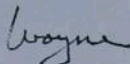
Now I need your help in clarifying just what we need to do under items one and two, page two of his letter. I assume all we need to do is to approve the revised certificate of incorporation which we thought became effective in the 1970's.

I also presume we need to reapprove the by-laws which were revised and adopted November 15, 1980.

Regardless of any interpretation I might make of Wiggin's indefinite language, would you please state clearly and concisely the motions that need to be made at our next Board of Trustees Meeting and any clarification or action we need prior to that time?

The next meeting of the Board of Trustees will be September 7 at the Marriott Hotel near the Miami Airport. I need to get the announcement mailed to our members and if possible would like to hear from you before sending it.

Sincerely,



J. Wayne Reitz  
President Emeritus

JWR/tk

July 17, 1981

Mr. Austin Ashley  
Bingham, Dana & Gould  
100 Federal Street  
Boston, Massachusetts 02110

Dear Mr. Ashley:

In the absence of Dr. J. Wayne Reitz and at the instruction of Dr. Hugh Popenoe I am forwarding the enclosed check and correspondence.

Dr. Reitz will be returning to the United States on Friday, July 24.

Sincerely yours,

Lilla Moyer  
Secretary

Enclosures

TREASURY  
FISCAL SERVICE  
DIVISION OF  
DISBURSEMENT

WASHINGTON, D. C.

Check No. 84,831,550

SYMBOL 3004

DO NOT FOLD, SPINDE OR MUTILATE  
KNOW YOUR ENDORSE... FOR YOUR IDENTIFICATION



United States Treasury <sup>15-51</sup>/<sub>000</sub>

PAY TO THE

ORDER OF

MONTH	DAY	YEAR
07	13	81

72000001

ESCUELA AGRICOLA PAN AM  
C/O MR. JOHN W. WEEKS  
MUSEUM OF SCIENCE  
BOSTON, MA. 02114

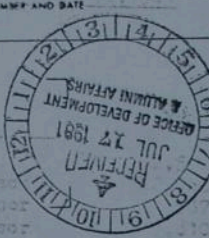
DOLLARS	CENTS
\$36540	00

PAID  
A I D  
WASH DC  
142012

*Henry H. Esau*  
REGIONAL DISBURSING OFFICER

⑈3004⑈

⑈000000518⑈ 84831550⑈

Standard Form 1034-A 7 GAO 5000 1034-216		<b>PUBLIC VOUCHER FOR PURCHASES AND SERVICES OTHER THAN PERSONAL</b>			VOUCHER NO 1405398	
U.S. DEPARTMENT, BUREAU, OR ESTABLISHMENT AND LOCATION <b>Agency For International Development, Financial Management/ Contract Washington, D.C., 20325</b>				DATE VOUCHER PREPARED <b>July 8, 1981</b>	<b>MAILED WITH CHECK</b>	
				CONTRACT NUMBER AND DATE <b>AID/ASHA 233</b>		
				REQUISITION NUMBER AND DATE		
PAYEE'S NAME AND ADDRESS <b>Escuela Agricola Panamericana C/O Mr. John W. Weeks Secretary- Treasurer Museum Of Science Science Park Boston, Mass. 02114</b>						
SHIPPED FROM				TO	WEIGHT	GOVERNMENT B.L. NUMBER
NUMBER AND DATE OF ORDER		DATE OF DELIVERY OR SERVICE		ARTICLES OR SERVICES <i>(Enter description, item number of contract or Federal supply schedule, and other information deemed necessary)</i>		AMOUNT
5/1-6/30/1981				Payment For Services render See attached statements		\$36,540.00
				<b>TOTAL</b>		<b>\$36,540.00</b>
<small>(Use continuation sheet(s) if necessary)</small>				<b>(Payee must NOT use the space below)</b>		
PAYMENT <input type="checkbox"/> COMPLETE <input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL <input type="checkbox"/> PROGRESS <input type="checkbox"/> ADVANCE				DIFFERENCES		
				Amount verified; correct for		\$36,540.00
				(Signature or initial)		nh7/8/1981
<b>MEMORANDUM</b>						
ACCOUNTING CLASSIFICATION						
094 3803023- <del>4190</del> 4190 \$36,540.00						
PAID BY	CHECK NUMBER	ON TREASURER OF THE UNITED STATES			CHECK NUMBER	ON (Name of bank)
	CASH	DATE				
\$						

ESCUELA AGRICOLA PANAMERICANA  
DETAIL OF CHARGES AGAINST U.S. GRANT AID/ASHA 233  
PERIOD APRIL 1 THROUGH JUNE 30, 1981

CLAIM No.2

<u>ITEM</u>	<u>AUTHORIZED EXPENDITURES</u>	<u>AMOUNT</u>
1	<u>Payment of salary costs (Item 6)</u>	\$ 36,540.00
	Simon E. Malo - Director	7,500.00
	Daniel E. Meyer - Professor	2,963.00
	Nancy Erickson - Professor	2,587.00
	Peter Dain - Professor	9,810.00 *
	Jorge Roman - Dean	13,680.00 *
		-----
	TOTAL	\$ <u>36,540.00</u>

\* Includes period January thru June 1981.

The undersigned hereby certifies that the above prices are true and correct, as shown on our records.

BY

MC Dixon

Monte C. Dixon  
Comptroller

DATE

APR 1981

ESCUELA AGRICOLA PANAMERICANA

P.O. Box 14425  
Gainesville, Florida 32604

June 6, 1984

*Office of the Secretary*

Mr. William Wiggin  
Richards, Layton, and Finger  
1 Rodney Square  
Wilmington, DE

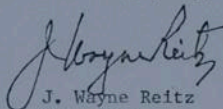
Dear Mr. Wiggin:

In accordance with the request of Mr. Austin Ashley,  
I am enclosing a copy of the by-laws of Escuela Agricola  
Panamericana, Inc as in effect as of this date.

Yesterday I mailed you two books of minutes of the  
School which, when you are finished with them, I would  
appreciate having them returned promptly or placed in the  
hands of Mr. Ashley.

With all good wishes, I am

Sincerely yours,



J. Wayne Reitz  
Secretary

enc.

MEMO FROM

AUSTIN S. ASHLEY

June 4, 1973

To: John W. Weeks, Secretary-  
Treasurer of EAP

Re: EAP By-Laws

Enclosed are a number of copies of the By-Laws of EAP which were approved at the meeting held May 19, 1973.

You might find it appropriate to sign and date the Certificate on the first inside page and send one copy to each member of the Board of Trustees advising them that these By-Laws supersede the By-Laws previously in effect.

rw  
Enclosures

A.S.A.  


# The Rockefeller Foundation

NEW YORK

ADDRESS REPLY TO:  
G. P. O. BOX 2453  
BANGKOK, THAILAND

CABLE: ROCKFOUND, BANGKOK  
TELEPHONE: 810458-810459

31 October 1972

Mr. John W. Weeks  
Museum of Science  
Science Park  
Boston, Mass. 02114

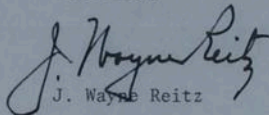
Dear John:

Thank you for sending a copy of the proposed new by-laws as drafted by Austin Ashley. Contrary to your instructions I am writing directly to you since Austin's address is not readily at hand.

While I do not have a copy of the present by-laws here in Thailand, it appears that Austin has done a good job in clearing up some items that have been troubling us.

There is one change with which I do not agree. I do not approve of having a Chairman as well as a President. The recommendation to have a Chairman was to get rid of the title of President since we once experienced an abuse of the position under that title. The incumbent seemed to assume that the title gave him authority to perform some of the duties of the Director rather than conveying to the Director the actions of the Board. There may be some legal reason for having a President. If so, then the Chairman and President should be the same person as provided for in Article V Sec. 1. Even then he should be referred to as the Chairman, since the term President more nearly describes the duties of the Director.

Sincerely,

  
J. Wayne Reitz

JWR/pm

*Copy to Ashley 11/6*



ESCUELA AGRICOLA PANAMERICANA  
TEGUCIGALPA, HONDURAS

October 2, 1972

Mr. Austin S. Ashley  
Bingham, Dana & Gould  
1 Federal Street  
Boston, Mass. 02110

Dear Mr. Ashley:

Thank you for the draft of revised By-Laws, which was received here a few days ago. I also refer to a copy of Mr. de Sola's letter to you, on the same subject, dated September 19.

Regarding point (1), of Mr. de Sola's comments I would agree with this even although Commencement is a busy time at the School, matters to be dealt with the Corporation do not, in this case, normally concern the Director, also since it is traditional to hold a Board Meeting on that date then the two meetings would normally be less than one month apart, if the "first Tuesday" were adopted.

Under point (2) I feel sure that both you, and Mr. de Sola, will have noted the typographical error of "minority" (2nd line) instead of "majority" as it should read.

I have no further comment on the Draft as presented but find myself somewhat at a disadvantage not having a copy of the original for comparison.

With best regards,

Sincerely,

R. P. Armour  
Director

RPA/aml

cc: Mr. Francisco de Sola  
Dr. Hugh L. Popenoe  
Mr. George P. Gardner, Jr.  
Mr. John W. Weeks

MEMO FROM

AUSTIN S. ASHLEY

---

Herewith is a start for a new  
By-law Article permitting the  
appointment of a "Council" of  
indeterminate size.

*AS*

Article...The Council.

For the purpose of associating with the corporation distinguished individuals throughout the United States and Latin America in order to foster and advance its welfare, the Board of Trustees may appoint a Council composed of any number of members. Appointments or reappointments to the Council shall be made annually. Each member of the Council shall have such term of office (not less than one year) as the Board of Trustees may determine at the time of his appointment. Members of the Council appointed at any one time may have different terms of office so that in the year 1973 and subsequent years only a portion of the total membership of the Council need be appointed or reappointed. Vacancies in the Council occurring prior to the expiration of any member's term of office may be filled for the remainder of the term by appointment by the Board of Trustees. Council members need not be members of the corporation. The Council may elect a Chairman and a Secretary and may adopt such rules and regulations for their own guidance as are not inconsistent with these By-laws. Each year the Council may appoint from its own membership a nominating committee whose responsibilities shall be to nominate individuals for appointment to the Council to evaluate effectiveness of the services to the corporation and to renominate, if deemed expedient, any member or members whose term or terms of office will expire within the ensuing twelve months. The Council shall meet annually at ..... o'clock in the afternoon on the second Tuesday of May in each year at the office of the corporation in Zamorano, Republic of Honduras, or at such other place and time as the Chairman of the Council in his discretion may designate by notice in writing to each member of the Council at least ..... days prior to date of the meeting fixed in such notice. Special meetings of the Council may be held at such times and places as the Chairman of the Council may designate. The Chairman will call a special meeting of the Board of Trustees. The Council shall keep a record of its proceedings which shall be open to inspection by the Trustees.

RESOLVED: That Article V of the By-laws of this corporation be and is hereby amended to read in its entirety as follows:

"Article V Officers

"(a) Selection; Statutory Officers. The officers of the corporation shall be chosen by the Board of Trustees. There shall be a President, a Secretary and a Treasurer, and there may be a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as the Board of Trustees may elect. The office of President and Secretary shall not be held by the same person.

"(b) Time of Election. The officers above named shall be chosen by the Board of Trustees at its first meeting after each annual meeting of members of the corporation. No officer need be a trustee or member of the corporation.

"(c) Additional Officers. The Board of Trustees may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

"(d) Terms of Office. Each officer of the corporation shall hold office until his successor is chosen and qualified, or until his earlier resignation or removal. Any officer elected or appointed by the Board of Trustees may be removed at any time by the Board of Trustees.

"(e) Renumeration of Officers. The Board of Trustees shall have power to fix the renumeration of all officers of the corporation; provided, however, that no officer who is not a full-time employee of the corporation shall receive any renumeration for his services as such officer, but he shall be entitled to reimbursement for reasonable out-of-pocket expenses incurred by him in the performance of his duties."

FURTHER RESOLVED: That the By-laws of this corporation be further amended by inserting, after Article X thereof, a new Article X-A reading as follows:

"Article X-A Chairman of the Board. The Chairman of the Board of Trustees shall preside at all meetings of the members of the corporation and of the Board of Trustees and shall have such other duties as may be assigned to him from time to time by the Board of Trustees."

H. DE SOLA E HIJOS

SUCESORES, S. EN C.

*Casa Fundada en 1896*

SAN SALVADOR, EL SALVADOR, C. A. - CABLES: DESOLA

September 19th., 1972

Austin S. Ashley, Esq.  
Bingham, Dana & Gould  
Boston, Mass.  
U.S.A.

Dear Mr. Ashley:

I have received the Draft of a revised set of By-Laws for EAP, for which I thank you.

I have the following comments to make on the Articles of the Corporation:

- 1)- I believe a better day for the annual meeting might be the same day of the meeting at the School - at Commencement time. The first Tuesday of the year might occur on New Year's Day - not the most propitious time for weighty deliberations!
- 2)- Sec.5; The majority, referred to, I understand is a simple minority, not an absolute majority, i.e. a plurality? If so this could be clarified.

I have no observation on the articles concerning the Board of Trustees.

May I compliment you for your fine piece of work in favour of the Escuela.

Sincerely,



Francisco deSola

FdeS/elm

cc: Dr. Hugh L. Popenoe  
Mr. George P. Gardner, Jr.  
Mr. Robert P. Armour  
Mr. John W. Weeks

September 18, 1972

Mr. Austin S. Ashley  
Bingham, Dana & Gould  
100 Federal Street  
Boston, Massachusetts 02110

Dear Austin:

I have just had an opportunity to go through the draft of the EAP By-Laws which you sent me on the 12th, and feel that you have done an excellent job in modernizing them.

I note from the copy of Tom Cabot's letter to you that he is concerned that these new By-Laws do not provide for the election of members. Perhaps this isn't necessary and I note from the present By-Laws that nothing is spelled out for the election of members. However, I would be interested in your comments on this point. My only other comment at the moment concerns page 15, article 6, section 2, where you include the number 1970 after the word "incorporation." This, of course, should be 1941.

In reading over the minutes of the most recent Corporation meeting I note that there is reference to the re-statement of the Certificate of Incorporation as well as to revising the By-Laws. Do you feel that we will be in a position to consider either or both of these documents at the next meeting in Zamorano in December? If so, I note from article 16 of the present By-Laws that the By-Laws must be approved by the members at a regular meeting or at any special meeting called for that purpose. Therefore, if we are heading for the December meeting, I should like to know sufficiently in advance so that I can word the notices of this meeting or special meeting properly. I look forward to hearing from you at your convenience.

With thanks.

Sincerely,

John W. Weeks  
Secretary-Treasurer

JWW:b

**CABOT CORPORATION**

125 HIGH STREET, BOSTON, MASSACHUSETTS 02110

THOMAS D. CABOT  
MEMBER OF THE BOARDCABLE ADDRESS "CABLAK" BOSTON  
TELEPHONE 423-0000

September 14, 1972

Mr. Austin S. Ashley  
Bingham, Dana & Gould  
100 Federal Street  
Boston, Massachusetts

Dear Austin:

I have read over your draft of new By-Laws for EAP but have not compared them with the charter of previous By-Laws.

My only suggestion is that this new draft does not seem to provide for any means of electing members. I like the idea of having a Council of "distinguished individuals throughout the United States and Latin America in order to foster and advance its welfare," thinking we may thus induce such people to take an interest. For many years I have advocated having a large membership in the hope of getting people interested who can help us financially, and having a smaller Board of Trustees who will work at running the institution. Being elected a sincere member of a council gives a somewhat exalted title, which may help us increase the membership.

Yours very sincerely,

Thomas D. Cabot

cc: John W. Weeks  
George P. Gardner, Jr.

TDC:bjz