

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 06 2006

BRUCE McPHERSON
 Secretary of State

**ARTICLES OF INCORPORATION
OF
THE CHOKGYUR LINGPA FOUNDATION**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 16 2006

I.

The name of the corporation is The Chokgyur Lingpa Foundation.

II.

A. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Religious Corporation Law exclusively for religious purposes.

B. The specific purposes of this corporation are as follows:

1. to establish and operate a church for religious service, practice and worship in accordance with the precepts of Buddhism and, in particular, for the religious worship, study and preservation of the Tibetan Buddhist tradition of Terchen Chokgyur Lingpa (mid-19th Century C.E. Buddhist master), known as Chokling Tersar, as primarily presented through the lineage of contemporary Buddhist master Chokling Rinpoche and, in general, to benefit all sentient beings in accordance with the Buddhist concepts of lovingkindness and compassion.

2. in furtherance of the foregoing purposes, the corporation shall have the power, subject to such limitations and conditions as are or may be prescribed by law, to exercise all such other powers as are now, or hereafter may be conferred by the California Corporations Code upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, and to conduct and carry on its activities in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, subject to the further limitation and condition that notwithstanding any other provisions of this Article, the corporation shall not have the power to carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended,¹ and regulations established thereunder, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations thereunder, or the corresponding provisions of any future United States Internal Revenue Law.

III.

A. This corporation is not formed for pecuniary profit or financial gain and no part of its assets, income or profits shall be distributed to or inure to the benefit of any director or

¹ All citations in this Certificate of Incorporation to the "Internal Revenue Code of 1986" or the "Code" refer to Title 28 of the United States Code and shall be deemed to include both amendments thereto and the corresponding provision of subsequent or recodified federal tax laws.

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officer of the corporation or any other private individual except that the corporation shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes set forth herein.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

C. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

D. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

IV.

The corporation's duration shall be perpetual.

V.

The corporation shall neither have nor issue any capital stock.

VI.

The persons serving on this corporation's Board of Directors shall function as its voting members to the extent action by such members is required by the Law.

VII.

The size and manner of election or appointment of the corporation's Board of Directors shall be as provided in its Bylaws.

VIII.

The corporation's initial Directors, who shall adopt its initial Bylaws and serve pursuant thereto, shall be: Pema Jigme Urgyen Lama, Dechen Paldron, and Magnolia Kelly Copenhaver.

IX.

The liability of the Directors of the corporation for monetary damages shall be limited in the manner prescribed in Section 9247 of the California Corporations Code.

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X.

The name of this corporation's initial agent for service of process in the State of California:

Magnolia Kelly Copenhaver
1485 Enea Court, Suite 1330
Concord, CA 94520

XI.

To the fullest extent allowed by the law:

- A. no corporate member, officer, or Director shall be liable for money damages to the corporation or to any third party for acts or omissions in a corporate capacity; and
- B. the corporation shall indemnify those persons who serve or have previously served as its officers and Directors for all costs and liabilities that may arise from their actions and omissions as officers and/or Directors of the corporation.

XII.

- A. The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person.
- B. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofits fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code). The assets shall be used exclusively to accomplish the primary charitable purpose for which the dissolving corporation was organized.

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Signed by:

John Edwards
John Edwards, Incorporator

10-12-06
Date

I, the above-mentioned initial incorporator of this corporation, hereby declare that I am the person who executed the foregoing articles of incorporation, which instrument is my act and deed.

John Edwards
John Edwards, Incorporator

10-12-06
Date

