

RESTATED ARTICLES OF INCORPORATION  
OF SANTA CRUZ ZEN CENTER

The undersigned certify that:

1. They are the President and Secretary, respectively, of SANTA CRUZ ZEN CENTER, a California nonprofit religious corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION OF SANTA CRUZ ZEN CENTER

ARTICLE I: NAME OF CORPORATION

The name of the corporation is SANTA CRUZ ZEN CENTER.

ARTICLE II: PURPOSE OF CORPORATION

1. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law primarily and exclusively for religious purposes.
2. The specific purpose of the corporation is to embody and communicate the teachings of the Buddha. Our understanding of the non-duality of wisdom and compassion, practice and realization, has been conveyed through the teachings of the Soto School. The focus of our center is on integrating Zen practice and everyday life.
3. This corporation is organized exclusively for religious purposes within the meaning of Internal Revenue Code §501(c)(3) (or the corresponding section of any future federal internal revenue law). Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) (or the corresponding provision of any future federal internal revenue law).

ARTICLE III: TAX-EXEMPT STATUS OF CORPORATION

1. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
2. The property of this corporation is irrevocably dedicated to religious purposes, as set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of its directors, trustees, officers, private shareholders or members, or to any individual.
3. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining corporate assets shall be distributed to an organization (or organizations) that is organized and operated exclusively for religious purposes and that is tax exempt under Internal Revenue Code §501(c)(3) or corresponding provisions of any future federal Internal Revenue Code law).

ARTICLE IV: APPLICABLE LAW

The corporation elects to be governed by all the provisions of the new law not otherwise applicable to it under Part 5 of Division 2 of Title 1 of the California Corporations Code.

ARTICLE V: CORPORATE GOVERNANCE

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board to be known as the Board of Trustees. The number of Trustees of this corporation shall be as set forth in the bylaws, and they shall be elected by the members in the manner set forth in the bylaws.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: \_\_\_\_\_

\_\_\_\_\_  
Edie Brown, President

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Elizabeth Milazzo, Secretary