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

MAR 25 1997

*Bill Jones*  
BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION OF  
MONTEREY BAY ZEN CENTER**

**A CALIFORNIA RELIGIOUS CORPORATION**

**ONE:** The name of this corporation is Monterey Bay Zen Center.

**TWO:** This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law primarily for religious purposes. The specific purposes of this corporation shall be 1) to offer teaching in Zen Buddhist meditation and practice; 2) provide a facility and 3) support a community for this purpose.

**THREE:** The name and address in the State of California of this corporation's initial agent for service of process is: Tey Roberts; Route 1, Box 248, Carmel, CA, 93923.

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

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) 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, or in opposition to, any candidate for public office.

**FIVE:** The names and addresses of the persons appointed to act as the initial directors of this corporation are:

- Name
- Susan McDonald
- Robert Reese
- Tey Roberts
- Anne Reichardt
- Soaring Starkey
- Sara Hunsaker
- Kathryn Stark
- Kathy Whilden
- Katherine Thanas

Address



SIX: The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit 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.

Date: Dec 28, 1996

<u>Susan McDonald</u>	Susan McDonald,	Director
<u>Robert Reese</u>	Robert Reese,	Director
<u>Tey Roberts</u>	Tey Roberts,	Director
<u>A Reichardt</u>	Anne Reichardt,	Director
<u>Soaring Starkey</u>	Soaring Starkey,	Director
<u>Sara Hunsaker</u>	Sara Hunsaker,	Director
<u>Kathryn Stark</u>	Kathryn Stark,	Director
<u>Kathy Whilden</u>	Kathy Whilden,	Director
<u>Katherine Thanas</u>	Katherine Thanas,	Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

<u>Susan McDonald</u>	Susan McDonald,	Director
<u>Robert Reese</u>	Robert Reese,	Director
<u>Tey Roberts</u>	Tey Roberts,	Director
<u>A Reichardt</u>	Anne Reichardt,	Director
<u>Soaring Starkey</u>	Soaring Starkey,	Director
<u>Sara Hunsaker</u>	Sara Hunsaker,	Director
<u>Kathryn Stark</u>	Kathryn Stark,	Director
<u>Kathy Whilden</u>	Kathy Whilden,	Director
<u>Katherine Thanas</u>	Katherine Thanas,	Director



STATE OF CALIFORNIA

**FRANCHISE TAX BOARD**

P.O. BOX 1286  
RANCHO CORDOVA, CA. 95741-1286

March 25, 1997

In reply refer to  
755:G :EMM

MONTEREY BAY ZEN CENTER  
~~FOURTH AND GUADALUPE~~  
CARMEL CA 93921-0000

Purpose : RELIGIOUS  
Code Section : 23701d  
Form of Organization : Corporation  
Accounting Period Ending: December 31

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012 (a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

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If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Office of the Secretary of State.

E DIALA  
EXEMPT ORGANIZATIONS  
PROCESSING SERVICE BUREAU  
Telephone (916) 845-4186

EO :  
cc: TEY ROBERTS

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