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*Dharma*

Rodney G. Romano, Corporate Counsel  
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Thursday, April 30, 1998

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-05/06/98--01032--019  
\*\*\*\*131.25 \*\*\*\*131.25

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation

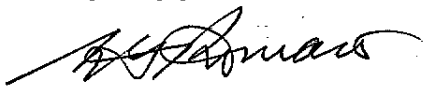
Dear Sir/Madam:

I enclose the following for filing:

- 1) Articles of Incorporation for Agama Path, Inc. (original and one copy) for filing.
- 2) Our check in the amount of \$131.25 to cover the filing fee, designation of registered agent fee, certified copy cost, and Certificate fee.

Thank you for your attention.

Very truly yours,



Rodney G. Romano

cc: Robert M. Smither

FILED  
98 MAY -8 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/25-8-98

FILED  
98 MAY -6 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

AGAMA PATH, INC.

The undersigned, acting as incorporator of a corporation under the Florida Nonprofit Corporation Act, adopts the following Articles of Incorporation for the Corporation:

**ARTICLE ONE**

**Name.** The name of the Corporation is AGAMA PATH, Inc.. For purposes of these Articles of Incorporation and the Bylaws of the Corporation, the terms "Corporation" and "Entity" shall be synonymous and the "Council" shall mean the Board of Directors.

**ARTICLE TWO**

**Principal Place of Business.** The principal place of business and mailing address of the corporation shall be 1450 So. Dixie Hwy., Boca Raton, Florida, 33442.

**ARTICLE THREE**

**Manner of Election/Appointment.** The direction and management of the affairs of the Entity and the control and disposition of its properties and funds shall be vested in the Council. The manner in which councillors are elected or appointed is as follows: The Council shall consist of seven (7) councillors. The initial three councillors are:

- A) Thomas E. Worrell, Jr.
- B) Robert M. Smither, Jr.
- C) Rodney G. Romano

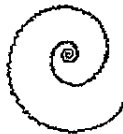
These three councillors shall elect four (4) additional councillors. *The three initial* councillors' positions are permanent and each can be removed only by unanimous consent of the remaining permanent councillors. All other councillors shall serve staggered three year terms and must then vacate the position for at least twelve months after a three year term. To achieve the staggering the first non-permanent councillor shall serve a five year term, the second shall serve a four year term, the third shall serve a three year term and the fourth shall serve a two year term. The address of the individuals serving on the initial council is 1450 South Dixie Highway, Boca Raton, Florida, 33432. The directors shall also act as the officers of the Entity.

#### **ARTICLE FOUR**

**Registered Agent.** The initial registered agent shall be:  
Rodney G. Romano  
1450 So. Dixie Hwy., Suite 101  
Boca Raton, Florida 33442

#### **ARTICLE FIVE**

**Symbol.** The Entity has as its Symbol



#### **ARTICLE SIX**

**Duration.** The period of the Corporation's duration is perpetual.

#### **ARTICLE SEVEN**

**Purpose.** Subject to Section 4 of the Florida Non-profit Corporation Act the Corporation is organized and shall be operated exclusively (i) as a church; (ii) to establish and maintain a society of a philanthropic, religious, and cultural nature; (iii) to develop the moral, intellectual, and spiritual virtues of its members; (iv) to congregate its members for the ministration of sacramental functions in accordance with the doctrinal code of the AGAMA PATH, Inc.. (v) to solicit and accept contributions and donations of any kind for the support of such purpose; and (vi) to do all

and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article Four. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the Corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") or (b) by a corporation, contributions which are deductible under Section 170(c) (2) of the Code.

The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit.

## **ARTICLE EIGHT**

**Operation.** In the accomplishment of the purposes enumerated in Article Four and subject to the terms and conditions hereof, the Entity hereby recognizes and accedes to the authority of the SPIRITUAL BOUNDARIES to provide spiritual, legislative, and judicial guidance for the Entity. The internal operation and affairs of the Entity shall be determined and fixed in the by laws adopted by the Council at the initial organization meeting, including any incorporation by reference of SPIRITUAL BOUNDARIES into said bylaws.

The Corporation (i) shall distribute its income for each taxable year at such time and in such manner as not to subject it to taxes for failure to distribute income under Section 4942 of the Code; (ii) shall never engage in any act of self-dealing (as defined in Section 4941 (d) of the Code); (iii) shall never retain any excess business holdings (as defined in Section 4943 (c) of the Code); (iv) shall not make any investments in such manner as to subject it to taxes under Section 4944 of the Code; and (v) shall not make any taxable expenditures (as defined in Section 4945 (d) of the Code.)

## **ARTICLE NINE**

**Dissolution.** Upon dissolution of the Entity, the Council shall, after paying or making provision for the payment of all liabilities of the Entity, transfer all of the Entity's assets to The

Dharma Foundation to be used exclusively for charitable purposes. The preceding sentence to the contrary notwithstanding, (i) if the Dharma Foundation III, Inc is not in existence upon dissolution of the AGAMA PATH or (ii) if the distribution of any assets of the Entity to The Dharma Foundation would be violation of the requirement set forth in Treas. Reg. Section 1.501(c) (3)-1(b) (4) that the Entity's assets be dedicated to an exempt purpose, the Council shall distribute such assets to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Code or as are described in Section 170(c) (1) or (2) or the Code or corresponding provisions of any future United States Internal Revenue Law, as the Council shall determine. Further, if or to the extent that the The Dharma Foundation chooses not to accept any assets that would otherwise be distributed to it upon dissolution of the Entity, the Council shall distribute such assets to an organization or organizations described in the preceding sentence which would receive such assets in the event that the The Dharma Foundation were not then in existence. Any such assets not disposed of shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.

## **ARTICLE TEN**

**Membership.** The Entity shall have members. The membership of the Entity shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, duties, and rights of the members.

## **ARTICLE ELEVEN**

**Liability.** No person serving on the Council of the Entity shall be personally liable to the Entity for monetary damages for breach of fiduciary duty as a councilperson unless: (i) the councilperson has breached or failed to perform the duties of the councilperson's office in compliance with  
and (ii) the breach or failure to perform constitutes willful misconduct or recklessness.

No councillor shall be held personally liable for any damages resulting from:

- (1) any negligent act or omission of an employee of the Entity;
- (2) any negligent act or omission of another councillor of the Entity;
- (3) any action taken as a councilperson or any failure to take any action as a councillor

unless:

(a) the councilperson has breached or failed to perform the duties of the councillor's office; and

(b) the breach or failure to perform constitutes willful misconduct or recklessness.

## **ARTICLE TWELVE**

**Indemnification of Officers and Councillors.** The Entity shall indemnify all councillors, officers, former councillors, and former officers of the Entity against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by such person or persons in connection with the defense of any action, suit, or proceeding, civil or criminal, in which such person or persons are made a party by reason of being or having been a director or officer. The Entity shall at no time grant advance indemnification of a councillor, officer, former councillor, or former officer.

**Exceptions.** The Entity shall have no duty to indemnify, and shall not indemnify, any councillor, officer, former councillor, or former officer if such person or persons are adjudged to be liable on the basis that they have breached or failed to perform the duties of their office and the breach or failure to perform constitutes willful misconduct or recklessness.

  
RODNEY G. ROMANO, Incorporator

April 30th, 1998  
Date

FILED  
98 MAY -6 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature/ Registered Agent

April 30th, 1998  
Date