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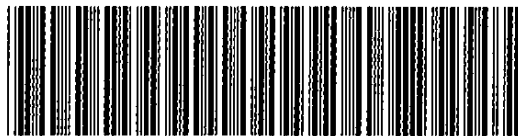
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*Amended And
Restated Art/MR*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts FEB 04 2008

LAW OFFICES OF
Roy A. Prize, P.A.
349 City View Drive
Fort Lauderdale, Florida 33311
.....
Phone (954) 881-9979
Fax (866) 683-9356

January 29, 2008

TO: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION
NAME OF CORPORATION: KANCHA BUDDHIST CENTER, INC.
DOCUMENT NUMBER: N99000003579**

To Whom It May Concern:

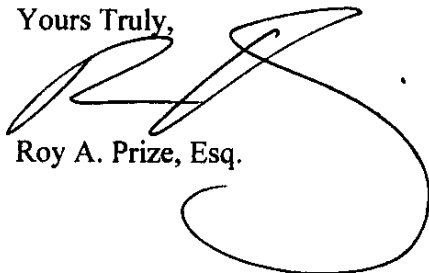
The enclosed *Articles of Amendment*, together with two copies requested to be certified, and the appropriate fees (\$52.50), are submitted for filing.

Please take special notice that the name "Kancha Buddhist Center, Inc." is being changed to "Kadampa Meditation Center Florida, Inc." The date of adoption and effective date of these amendments is December 23rd, 2007. The amendments and restatement were adopted by the unanimous vote of the members, and the number of votes cast for the amendment and restatement was sufficient for approval. All of the previous statements appear in the body of the attached Restatement, which is signed and dated by Sandra Tracey, Chairperson of the Board of Directors. Please return all correspondence concerning this matter to the following:

Roy A. Prize, Esq.
Roy A. Prize, P.A.
349 City View Drive
Fort Lauderdale, FL 33311

Enclosed is a check for **\$52.50** - \$35 for the filing and \$8.75 for each of two certified copies. Please contact me at (954) 881-9979 if you have any questions or require anything further to complete this filing.

Yours Truly,



Roy A. Prize, Esq.

RESTATED ARTICLES OF INCORPORATION
Including
AMENDMENT OF CORPORATE NAME

of

KANCHA BUDDHIST CENTER, Inc.
A Florida Religious Not For Profit Corporation

Whose Corporate Document Number is

N99000003579

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida Not For Profit Corporation adopts the following Restated Articles of Incorporation:

FIRST:

The date of the original filing of the Articles of Incorporation with the Florida Department of State is June 7th, 1999. Restated Articles of Incorporation were filed with the Florida Department of State on July 6th, 2004.

SECOND:

The Articles of Incorporation are being amended to affect the following changes:

NEW CORPORATE NAME: The corporation shall be named "Kadampa Meditation Center Florida, Inc."

In regards to the purpose, language is being added to address both the national and international character of the organization and which acknowledges that the organization is under the guidance of the General Spiritual Director as well as language that delineates the powers of the organization to form subsidiaries, all of which promote the study and practice of the Buddhist Tradition. The language also more fully explains the pro-bono nature of service on the Board of Directors and its conflict of interest policy, and adds a more detailed statement regarding amendment

and dissolution.

The text of the Articles of Incorporation is hereby restated, as amended, to read as herein set forth in full.

Article 01

- (a) The name of the corporation is Kadampa Meditation Center Florida, Inc.
- (b) The Government Registration Number of the Center is: 650944589

Article 02

(a) This corporation is a non-profit religious corporation and is not organized for the private financial gain of any person. It is established, organized and operated under the Florida Not-for-Profit Corporation Act exclusively for religious purposes. The specific purpose for which this corporation is organized is to promote the Buddhist Faith locally, nationally and throughout the world under the spiritual guidance of the elected General Spiritual Director of the New Kadampa Tradition - International Kadampa Buddhist Union; working to fulfill this purpose principally through the activities of teaching, study, practice and the observance of moral discipline all within the Mahayana Buddhist tradition of Atisha and Je Tsongkhapa as taught by Venerable Geshe Kelsang Gyatso, the Founder of the New Kadampa Tradition - International Kadampa Buddhist Union, through the continuous implementation of the three New Kadampa Tradition Study Programs: the General Program, the Foundation Program, and the Teacher Training Program, all as defined in **Article 11** of these restated Articles.

(b) In accordance with Florida Statutes § 617.0202(2)(i), this corporation is created with the authorization of the New Kadampa Tradition - International Kadampa Buddhist Union (hereinafter called "the NKT-IKBU"), the international association of Mahayana Buddhist study and meditation centres defined in **Article (2)(e)** below. All centres of the NKT-IKBU promote the Buddhist Faith under the spiritual guidance of the General Spiritual Director of the NKT-IKBU, and prohibit the distribution of their income and property to an extent at

least as great as is imposed on the corporation by **Article (4)** below.

(c) The corporation is established as and shall always be a Member Centre of the NKT-IKBU and shall honour any agreement to this effect. The corporation shall always follow the *Internal Rules of the NKT-IKBU* (hereinafter called "the *Internal Rules*") as set out in **Appendix A** of the Bylaws and as may be amended from time to time. **Appendix A** of the Bylaws is incorporated herein by reference and forms part of this constitution.

(d) The Spiritual Director of the corporation shall always be the person who is the duly elected General Spiritual Director of the NKT-IKBU. The Spiritual Director shall be the supreme spiritual authority within the corporation.

(e) The "New Kadampa Tradition - International Kadampa Buddhist Union" ("the NKT-IKBU") is defined as the union of Kadampa Buddhist Centres, the international association of study and meditation Centres that follow the pure tradition of Mahayana Buddhism derived from the Buddhist meditators and scholars Atisha and Je Tsongkhapa, introduced into the West by the Buddhist teacher Venerable Geshe Kelsang Gyatso, the Founder of the NKT-IKBU; and that follow the three New Kadampa Tradition Study Programmes; and that are guided by the code of moral discipline called the *Internal Rules of the NKT-IKBU*.

(f) In the case of doubt in the interpretation of any provision of these Articles of Incorporation or of the Bylaws of the corporation, the corporation shall consult the Education Council of the NKT-IKBU and follow its guidance in the interpretation of that provision; subject also to the provisions of relevant laws.

Article 03

(a) This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501 (C)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the code").

(b) 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 (1) by a corporation exempt from federal income tax under Section 501 (C)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170 (C)(2) of the Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code; and this corporation shall not participate in or intervene in any

political campaign (including publishing or distributing statements) on behalf of, or in opposition to, any candidate for public office.

(d) In addition to any other powers it may have, the corporation has the following powers in order to further the Purpose described in **Article 2(a)** above (but not for any other purpose):

to provide, manage, develop and administer facilities for teaching, study, meditation and the observance of moral discipline all within the Kadampa Buddhist tradition of Atisha and Je Tsongkhapa and Venerable Geshe Kelsang Gyatso specified in **Article 2(a)** above;

to organize and support activities including but not limited to programs of study, meditation courses, retreats, lectures, services and correspondence courses;

to produce, publish, print and distribute books and other literature and artwork, and to produce and distribute recordings for audio and visual reproduction, all such works to be of the said Kadampa Buddhist tradition;

to establish, promote and assist subsidiary organizations:

for the operation of local residential amenities in support of any facility established pursuant to **Article 3(d)(1)** above for teaching, study, meditation and the observance of moral discipline;

or for local publication, printing and distribution of the said books, other literature and artwork and audio and visual recordings pursuant to **Article 3(d)(3)** above;

provided that the corporation shall be the sole or principal shareholder of any such subsidiary organization;

to raise funds and to invite and receive contributions. In doing so, the corporation shall not undertake any substantial permanent non-charitable trading activities. The corporation may establish subsidiary trading organizations for fund-raising purposes;

to buy, to take on lease or in exchange, to hire or otherwise acquire any property: and to maintain and equip it for use;

to sell, lease or otherwise dispose of all or any part of the property belonging to the corporation, subject to restrictions imposed by **Article (3)(a)** and **(3)(b)** above;

to accept and issue bills, checks and other financial instruments, and to operate bank accounts in the name of the corporation and in the name of the NKT-IKBU International Temples Project;

to borrow money and to charge the whole or any part of the property belonging to the corporation as security for repayment of the money borrowed;

to co-operate with other non-profit organizations, voluntary bodies and statutory authorities, and to exchange information and advice with them;

to establish or support other organizations formed to promote the same specific Purpose as the corporation;

to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

to deposit or invest funds;

to employ and remunerate such staff as are necessary to carry out the work of the corporation. No such staff shall be Directors of the corporation. The Spiritual Director of the corporation shall receive no remuneration and shall be a Director of the corporation;

to do all such other lawful things as are necessary for the achievement of the specific purposes.

Article 04

(a) The income and property of the corporation is solely and irrevocably dedicated towards the promotion of the Purpose defined in **Article (02)(a)** above. None of the income or property of the Corporation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to its Directors, Teachers, Officers or Members or to any other individual person.

(b) Annual profits made by the Corporation shall be donated to an NKT-IKBU International Temples Project account of the USA.

(c) No Director shall be appointed to any office or staff position of the corporation paid by salary or fees, or receive any remuneration or other financial or material benefit from the corporation.

(d) This does not prevent any payment in good faith by the corporation:

of reasonable and proper remuneration for any essential goods or essential special services supplied to the corporation by any Member, officer or staff person who is not a Director;

of interest on money lent by any Member or Director of the corporation at a reasonable and proper rate not exceeding 2% per annum less than the base rate of a major bank selected by the Directors;

of reasonable and proper rent for premises let by any Member or Director of the corporation;

of fees, remuneration or other benefit in money or money's worth to any company of which a Director is a member holding not more than 1% of the issued capital of that company; and

to any Director or Member of reasonable expenses properly incurred in the course of essential work on behalf of the corporation.

(e) In pursuance of the *Internal Rules of the NKT-IKBU*, the Spiritual Director of the corporation shall have the authority to prevent the misuse of the income and property of the corporation in accomplishing its Purpose.

Article 05

(a) The membership of the corporation shall include the duly-appointed Resident Teachers of all NKT-IKBU Centers throughout the world; and by virtue of holding their respective offices, the Spiritual Director of the corporation and the Secretary of the NKT-IKBU and the Temple & KMC Development Director of the NKT-IKBU shall each be a Member of the Center and an ex-officio member of the Board of Directors of the corporation.

(b) The manner in which the remaining Directors of this corporation are to be elected is set forth in the corporation's bylaws.

Article 06

The names and addresses of the Directors of this corporation are as follows:

Geshe Kelsang Gyatso Manjushri KMC, Priory Road, Ulverston, Cumbria,
LA12 9QQ, England

Stephen Paul Cowing Manjushri KMC, Priory Road, Ulverston, Cumbria,
LA12 9QQ, England

Helen Gradwell Manjushri KMC, Priory Road, Ulverston, Cumbria,

LA12 9QQ, England

Elizabeth Barrett	1820 Caribbean Drive, Sarasota, FL 34231
Kathleen Singh	3769 Kosten Place, Sarasota, FL 34240
Sandra Tracey	5327 Moeller Avenue, Sarasota, FL 34233
John Zinn	817 Maritime Ct., Bradenton, FL 34212

Article 07

The principal address of the corporation for business and mailing is:

2016 N Lockwood Ridge Rd
Sarasota, FL 34234

Article 08

The name and Florida street address of the registered agent of this corporation is:

Russell Ferdinand
2016 N Lockwood Ridge Rd
Sarasota, FL 34234

Article 09

(a) These Articles of Incorporation and the Bylaws of the corporation may be amended only by resolution of a Members Meeting. If in a members meeting a resolution is proposed which if passed would result in any amendment whatsoever to these Articles or to the Bylaws, then this resolution shall be adopted only if prior to the Members Meeting the proposal has received the written agreement of 95% (ninety-five per cent) of all Members, including the written agreement of the Spiritual Director of the corporation and the Secretary of the NKT-IKBU and the Temple & KMC Development Director of the NKT-IKBU.

(b) Any amendment to these Articles of Incorporation or Bylaws that would change the status of the corporation from being a Member Center of the NKT-IKBU as described in **Article (2)(c)** of the Articles shall be recognized unequivocally as due cause to dissolve the corporation forthwith, and Directors and Members shall take all actions necessary to dissolve

the corporation forthwith.

Article 10

(a) The corporation may be voluntarily dissolved only by resolution of a Members Meeting. Subject to **Article (10)(b)**, if in a members meeting a resolution is proposed which if passed would result in the dissolution of the corporation, then this resolution shall be adopted only if prior to the meeting the proposal has received the written agreement of 95% (ninety-five per cent) of all Members, including the written agreement of the Spiritual Director of the corporation and the Secretary of the NKT-IKBU and the Temple & KMC Development Director of the NKT-IKBU.

(b) The corporation shall be dissolved forthwith, without the need for the prior written agreement specified in **Article 10 (a)** above or the special quorum specified in **Article 14, Section 1 (b)** of the Bylaws, if:

the authorization given to the corporation by the NKT-IKBU is withdrawn from the corporation by the Spiritual Director acting in accordance with the *Internal Rules of the NKT-IKBU*; or if

any amendment to these Articles of Incorporation or to the Bylaws of this corporation is adopted in a members meeting and such amendment would change the status of the corporation from being a Member Center of the NKT-IKBU as described in **Article (2)(c)**. A proposal to make such amendment shall be recognized unequivocally as due cause to dissolve the corporation forthwith.

(c) If the corporation is wound up or dissolved for any reason whatsoever, and if after the satisfaction of all its debts and liabilities any property remains, this property must be given to one (or more than one) other corporation that has the same specific purposes as Kadampa Meditation Center Florida, Inc., and that is tax-exempt under Section 501(c)(3) of the Internal Revenue Code; or be given to a designated NKT-IKBU International Temples Project account of the USA. At or before the time of dissolution, the recipient corporation (or corporations) shall be chosen by the Members in consultation with the Spiritual Director.

(d) In no circumstances shall the net assets of the corporation be paid to or distributed among the Directors, Teachers, Officers, Members, or to any other individuals.

Article 11

The three New Kadampa Tradition Study Programs are defined as follows:

(a) **The General Program.** The purpose of the General Program shall be to introduce basic Buddhist view, meditation and action, and various other teachings and practices, all within the Mahayana Buddhist tradition of Atisha and Je Tsongkhapa, that help the practitioner deepen his or her knowledge and experience of Buddhism. The Program shall be based on the commentaries by Venerable Geshe Kelsang Gyatso.

(b) **The Foundation Program.** The purpose of the Foundation Program shall be to provide a systematic presentation of particular subjects of Mahayana Buddhism to enable practitioners to deepen their knowledge and experience of Buddhism. The Program shall comprise the following five subjects based on Buddha's Sutra teachings and the corresponding commentaries by Venerable Geshe Kelsang Gyatso:

The Stages of the Path to Enlightenment,

based on the commentary *Joyful Path of Good Fortune*;

Training the Mind, based on the commentaries

Universal Compassion and *Eight Steps to Happiness*;

The Heart Sutra, based on the commentary *Heart of Wisdom*;
Guide to the Bodhisattva's Way of Life,

based on the commentary *Meaningful to Behold*;

Types of Mind, based on the commentary *Understanding the Mind*.

(c) **The Teacher Training Program.** The purpose of the Teacher Training Program shall be to provide a more extensive presentation of particular subjects of Mahayana Buddhism, to enable practitioners to deepen their knowledge and experience of Buddhism and to train as qualified New Kadampa Tradition Teachers. The Program shall comprise the following twelve subjects based on Buddha's Sutra and Tantra teachings and the corresponding commentaries by Venerable Geshe Kelsang Gyatso:

The Stages of the Path to Enlightenment,

based on the commentary *Joyful Path of Good Fortune*;

Training the Mind, based on the commentaries

Universal Compassion and *Eight Steps to Happiness*;

The Heart Sutra, based on the commentary *Heart of Wisdom*;
Guide to the Bodhisattva's Way of Life,

based on the commentary *Meaningful to Behold*;

Types of Mind, based on the commentary *Understanding the Mind*.

Guide to the Middle Way, based on the commentary *Ocean of Nectar*;
Vajrayana Mahamudra, based on the commentary *Clear Light of Bliss*;
The Bodhisattva's Moral Discipline,

based on the commentary *The Bodhisattva Vow*;

Offering to the Spiritual Guide,

based on the commentaries *Great Treasury of Merit* and *Mahamudra Tantra*;

Vajrayogini Tantra, based on the commentary *Guide to Dakini Land*;
Grounds and Paths of Secret Mantra,

based on the commentary *Tantric Grounds and Paths*;

The Practice of Heruka Body Mandala,

based on the commentary *Essence of Vajrayana*.

A practitioner shall be deemed to have completed the Teacher Training Programme if he or she:

has attended the classes related to each of the twelve subjects; and
has memorized all the required materials; and
has passed examinations in all twelve subjects and received a certificate to that effect; and
has completed the required meditation retreats.

FOURTH

The date of the adoption of these Restated Articles of Incorporation was: December 23rd, 2007.

These Restated Articles of Incorporation became effective immediately upon adoption.

FIFTH

The amendment and restatement were adopted by the unanimous vote of the members and the number of votes cast for the amendment and restatement was sufficient for approval.

DATE: December 23rd, 2007

Sandra Tracey
Printed Name of Chairman


Signature of Chairman