

No 2000000090

Schofield & Spencer, P.A.

FILED

Suite 300
1429 60th Avenue West
(Flamingo Boulevard)
Bradenton, Florida 34207

Attorneys at Law

(941) 755-2674
Fax (941) 756-0981

02 JAN -8 AM 8:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Allen Schofield
Mary Anne Spencer
† Laura Jean Guy
† Also Admitted in the State of
North Carolina

October 2, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
TALLAHASSEE, FLORIDA 32314

800004623038--1
-10/04/01--01027--025
*****78.75 *****78.75

RE: **Articles of Incorporation of Lotus Spring Foundation, Inc.**


Dear Sir:

Enclosed herewith please find the original and one copy of Articles of Incorporation regarding the above named new corporation Lotus Spring Foundation, Inc. not for profit.

Also enclosed is our check in the amount of \$78.75 to cover Filing Fee, Registered Agent's Fee, Corporate Tax and Certified Copy of Articles of Incorporation.

Please return certified copy of Articles to this office at your earliest convenience.

Sincerely,


P. Allen Schofield

PAS/jm

enclosures as stated secretary

1/18/02
W01-23210



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 8, 2001

P. ALLEN SCHOFIELD, ESQ.
1429 60TH AVE W
BRADENTON, FL 34207

SUBJECT: LOTUS SPRING FOUNDATION, INC.
Ref. Number: W01000023210

We have received your document for LOTUS SPRING FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 501A00055989

ARTICLES OF INCORPORATION
OF
LOTUS SPRING FOUNDATION, INC.

FILED
02 JAN -8 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation

ARTICLE I

The name of the corporation is **LOTUS SPRING FOUNDATION, INC.**

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are: educational, religious and charitable.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, charity and education and for other charitable purposes, providing educational opportunities to anyone interested in Oriental/Eastern Philosophy, meditation, Zen and related areas. Also, the Corporation would attempt to raise awareness of Eastern philosophy and religion, meditation in the Western world by

acting as a vehicle for the exchange of ideas between the many Asians living outside of Asia and non-Asians.

(b) The general purposes for which this corporation is formed are to operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V

The street address of the initial registered office of the corporation is 1429 60th Ave. West, Suite 300, City of Bradenton, County of Manatee, State of Florida. The name of its initial registered agent at such address is P. Allen Schofield. The mailing address is 1429 60th Ave. West, Suite 300, Bradenton, FL 34207.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be 3; provided however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until their successors are elected. The first meeting of members shall be held on _____, at _____m., at the office of the corporation, or at some other location agreed upon by the unanimous consent of all the directors, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the first annual meeting of members following the election of directors and until the qualification of the successors in the office. Annual meetings shall be held at 10:00 a.m., on the first Monday of February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any

provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name

Residential Address

Nguyen Ngoc Bich, 6433 Northanna Dr., Springfield, VA 22150
~~Philippa Hughes Bates, 2035 S. Mulberry St., Richmond, VA 23220~~
 Gia Thi Walker, 109 B 13th Street, South Bradenton Beach, FL 34217

ARTICLE VII

The name and address of each incorporator are:

Name

Address

Nguyen Ngoc Bich, 6433 Northanna Dr., Springfield, VA 22150
~~Philippa Hughes Bates, 2035 S. Mulberry St., Richmond, VA 23220~~
 Gia Thi Walker, 109 B 13th Street, South Bradenton Beach, FL 34217

(PBN) Philippa Bates Hughes
 7706 Norsham Lane
 Falls Church VA
 22043

ARTICLE VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the

(PBN) Philippa Bates Hughes
 7706 Norsham Lane
 Falls Church VA 22043

Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X

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

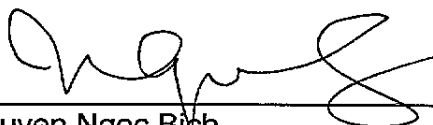
ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious, charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.


ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum for members for their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of members of the corporation.

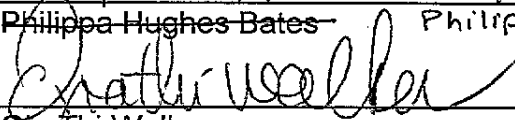
We the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on _____, 2001.



Nguyen Ngoc Bich



~~Philippa Hughes Bates~~ Philippa Bates Hughes




Gia Thi Walker

(PBH)

STATE OF Washington
COUNTY OF DCU

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Nguyen Ngoc Bich to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

7th WITNESS my hand and official seal in the County and State last aforesaid this day of September 2001.



Notary Public

My Commission Expires:

Scott A. Shappell
Notary Public, District of Columbia
My Commission Expires May 31, 2004

STATE OF WASHINGTON
COUNTY OF DC

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Philippa Hughes Bates to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

7th WITNESS my hand and official seal in the County and State last aforesaid this day of September, 2001.



Notary Public

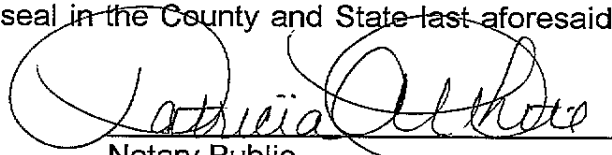
My Commission Expires:

Scott A. Shappell
Notary Public, District of Columbia
My Commission Expires May 31, 2004

STATE OF Florida
COUNTY OF Manatee

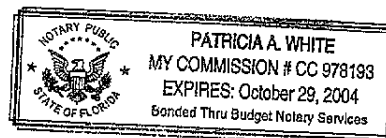
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Gia Thi Walker to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

5th WITNESS my hand and official seal in the County and State last aforesaid this day of September, 2001.



Notary Public

My Commission Expires:



FILED

02 JAN -8 AM 8:54

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR THE SERVICE OF PROCESS WITHIN THIS STATE,

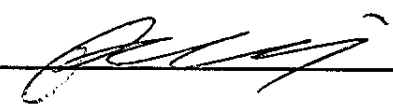
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

~~~~~  
**In pursuance of Chapters 607 and 608, Florida Statutes,**

the following is submitted in compliance with the said Act: FIRST. . . That LOTUS SPRING FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Bradenton, County of Manatee, State of Florida, has named **P. ALLEN SCHOFIELD**, located at 1429 60th Ave. West, Suite 300, Bradenton, Florida 34207 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: \_\_\_\_\_

(Registered Agent)