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FLORIDA PROFIT/NON PROFIT CORPORATION

Clear Light Dharma Foundation, Inc.

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ARTICLES OF INCORPORATION  
OF  
THE CLEAR LIGHT DHARMA FOUNDATION, INC.

*a Non-Profit Florida Corporation*

*(Pursuant to Chapter 617, Florida Statutes.)*

The undersigned has, for the purpose of forming a non-profit corporation under the laws of Florida, adopted the following Articles of Incorporation.

ARTICLE I

**Name.** The name of this corporation is CLEAR LIGHT DHARMA FOUNDATION, INC.

ARTICLE II

**Principal Office of Business.** The principal place of business and mailing address of the corporation is:

*Principal Office of Business:*  
3636 Little Road  
Lutz, Florida 33548

*Mailing Address:*  
3636 Little Road  
Lutz, Florida 33548

ARTICLE III

**Duration.** The corporation shall have perpetual duration.

ARTICLE IV

**Specific Religious Purpose.** The corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under Chapter 617, Florida Statutes exclusively for religious purposes. The Specific Religious Purpose of the corporation is:

- a) to establish, maintain and operate a center for the teaching, practice and study of Buddhism, and in particular, the teachings and precepts of NyingTig Buddhism;
- b) to encourage the dissemination of the teachings of Buddhism through public lectures, distribution of written materials, audio recordings, audio-visual materials, and other forms of communications;
- c) to provide facilities and services to Buddhist practitioners and otherwise promote the general welfare of the community through charitable acts;

d) to engage in activities as may be determined by the Board of Directors to be conducive to the corporation's purpose, provided that no such activity shall be prohibited under Section 501(c)(3) of the Internal Revenue Code or any applicable regulations promulgated thereunder; and,

e) to continually and steadfastly strive for the emancipation of all beings from suffering by demonstrating, through the actions and practice of the corporation and its members, the self-emancipating fruits of the Buddhist path which we hold in essence to be the discovery of the innate transcendent compassion within ourselves through the conscientious practice of transcendent virtues such as generosity, self-discipline, patience, diligence, concentration and pure insight.

#### ARTICLE V

**Tax-Exempt Status.** In both the definition and exercise of its Specific Purpose the corporation is expressly limited by, and intended to conform to, the qualifications and restrictions established for recognition as a church and a public charity as set forth pursuant to §§ 509(a)(1) and 170(b)(1)(A)(i) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. In the furtherance of such Specific Purposes, this corporation shall receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, and shall use and apply the whole or any part of the income from the principal of such fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

#### ARTICLE VI

**Non-Profit Nature.** This corporation is not organized for pecuniary profit or financial gain and no part of its assets, income or profit shall be distributed or inure to the benefit of any member, director or officer of the corporation or any other private individual except that this corporation shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes of this corporation.

#### ARTICLE VII

**Members.** The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the bylaws. The corporation shall be nonstock and no dividends or pecuniary profits shall be declared or

inure to the members. There shall be no personal liability of members for corporate obligations.

**ARTICLE VIII**

**Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. The qualification, appointment or election of successor directors or, in case of any increase in the number of directors, of any additional directors to those Initial Directors named below, shall be determined by the directors or by the shareholders at an annual or special meeting, in accordance with the provisions of by-laws as adopted by the corporation. The names and addresses of the Initial Directors comprising the Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

Dr. Lucjan Shila  
Director and Chairman  
3636 Little Road  
Lutz, Florida 33548

Judith Shila  
Director  
3636 Little Road  
Lutz, Florida 33548

Bette Jo Wray  
Director and Secretary  
3630 Little Road  
Lutz, Florida 33548

**Article IX**

**Officers.** The Board of Directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

*President:*  
Dr. Lucjan Shila  
3636 Little Road  
Lutz, Florida 33548

*Vice President & Treasurer:*  
Judith Shila  
3636 Little Road  
Lutz, Florida 33548

*Secretary:*  
Bette Jo Wray  
3630 Little Road  
Lutz, Florida 33548

**ARTICLE X**

**Bylaws.** Subject to the limitations contained in the bylaws and any limitations set forth in the Chapter 617, Florida Statutes concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted. either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

**ARTICLE XI**

**Property and Profits.** The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein 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 person, 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 purpose or purposes set forth in Article III herein.

#### Article XII

**Distribution Upon Dissolution.** Upon the dissolution of the corporation, its assets shall be distributed to the Padmasambhava Buddhist Center 618 Buddha Highway Sidney Center, NY 13839, or for one or more other exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

#### ARTICLE XIII

**Registered Agent.** This corporation appoints Derek B. Spilman, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. The complete name and address of the Registered Agent is:

Derek B Spilman  
4215 Miller Drive  
St. Pete Beach, Florida 33706-2650

#### ARTICLE XIV

**Incorporator.** The name and address of the incorporator is:

Derek B Spilman  
4215 Miller Drive  
St. Pete Beach, Florida 33706-2650

#### ARTICLE XV


**Effective Date.** These Articles are to be effective the date of filing.

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation this 22<sup>nd</sup> day of March 2006.

  
Derek B. Spilman

ACCEPTANCE BY REGISTERED AGENT

Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Derek B. Spilman

March 22, 2006

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