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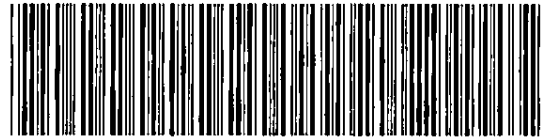
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SECRETARY OF STATE  
TALLAHASSEE, FL

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Vajrapani Kadampa Buddhist Center, Inc.  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Ben Baenen  
Name (Printed or typed)  
813 Montana St  
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Orlando, FL 32803  
City, State & Zip  
(407) 896-3998 / (407) 923-5940  
Daytime Telephone number  
admin@meditationinorlando.org  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**VAJRAPANI KADAMPA BUDDHIST CENTER, INC.**  
**Document Number N08000009862**

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SECRETARY OF STATE  
TALLAHASSEE, FL

**A Member of the New Kadampa Tradition - International Kadampa Buddhist Union**

1. The undersigned certifies that s/he is the President/Administrative Director of Vajrapani Kadampa Buddhist Center, Inc., originally incorporated as Vajrapani Kadampa Buddhist Center, Inc. on October 23, 2008.
2. The Articles of Incorporation are amended and restated in their entirety to read as follows:

**Article 1. Name**

- 1.1 The name of the corporation is "**Vajrapani Kadampa Buddhist Center, Inc.,**" (and in this document it is also called "the Center.")

**Article 2. The Purposes**

- 2.1 This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Florida Not For Profit Corporation Act exclusively for religious purposes.
- 2.2 The specific purposes of the corporation ("the Specific Purposes") are to promote the Buddhist Faith under the spiritual guidance of the elected General Spiritual Director of the New Kadampa Tradition - International Kadampa Buddhist Union 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 10** of these Articles.
- 2.3 The 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").
- 2.4 Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any other activity which would

prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**2.5** No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in 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.

### **Article 3. Relationship with the NKT-IKBU**

**3.1** In furtherance of the purposes listed above in **Article 2**, the corporation is created with the authorization of the New Kadampa Tradition - International Kadampa Buddhist Union (the "NKT-IKBU"). All Centers of the NKT-IKBU have the same purposes as the corporation, and prohibit the distribution of their income and property to an extent at least as great as is imposed on the corporation by **Articles 5 and 6** below.

**3.2** The corporation is established as and shall always be a Member Center of the NKT-IKBU and shall honor any agreement to this effect. The corporation shall always follow the *Internal Rules of the NKT-IKBU* as may be amended from time to time. The Spiritual Director of the corporation shall always be the person who is the duly elected General Spiritual Director of the NKT-IKBU.

**3.3** The "New Kadampa Tradition - International Kadampa Buddhist Union" ("the NKT-IKBU") is defined as the union of Kadampa Buddhist Centers, the international association of study and meditation Centers 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 Programs defined in **Article 10** of these Articles; and that are guided by the code of moral discipline called the *Internal Rules of the NKT-IKBU*; and that is a charity incorporated in England with company number 02758093 and charity number 1015054.

**3.4** In compliance with the Internal Rules of the NKT-IKBU, these Articles and the Bylaws of the corporation are drafted from the English-language model constitution approved for all Centers of the NKT-IKBU. Therefore, in the case of doubt in the interpretation of any provision of these Articles or the Bylaws of the corporation, the corporation shall consult the four main executive officers of the NKT-IKBU and follow its guidance in the interpretation of that provision; subject also to the provisions of relevant laws.

### **Article 4. Powers**

In addition to any other powers it may have, the corporation has the following powers in order to further the Specific Purposes described in **Article 2, Section 2.2** above (but not for any other purpose):

- (a) to provide, manage, develop and administer facilities for teaching, study, meditation and the observance of moral discipline all within the tradition of Atisha, Je Tsongkhapa and Venerable Geshe Kelsang Gyatso defined above;
- (b) to organize and support activities including but not limited to programs of study, meditation courses, retreats, lectures, services and correspondence courses;
- (c) to produce, publish, print and distribute books and other literature, and to produce and distribute recordings for audio and visual reproduction;
- (d) to raise funds and to invite and receive contributions;
- (e) to buy, take on lease or in exchange, hire or otherwise acquire any property; and to maintain and equip it for use;
- (f) to sell, lease or otherwise dispose of all or any part of the property belonging to the corporation, subject to restrictions imposed by **Articles 5 and 6**;
- (g) to accept and issue bills, checks and other financial instruments, and to operate bank accounts in the name of the corporation;
- (h) 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;
- (i) to cooperate with other non-profit organizations, voluntary bodies and statutory authorities, and to exchange information and advice with them;
- (j) to establish or support other organizations formed to promote the same Specific Purposes as the corporation;
- (k) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (l) to deposit or invest funds;
- (m) 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;
- (n) to establish, promote and assist subsidiary organizations for the operation of local amenities (including but not limited to "World Peace Cafes"), acting in support of any facility established pursuant to **Article 4(a)** above. The corporation shall be the sole or principal shareholder of any such subsidiary organizations; and

(o) to do all such other lawful things as are necessary for the achievement of the Specific Purposes.

#### **Article 5. No financial benefit to Members and Directors**

**5.1** The property of the corporation is irrevocably dedicated to religious purposes, and in particular to the Specific Purposes defined in **Article 2, Section 2.2**, 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.

**5.2** Each year a proper reserve against future expenditure necessary for the development of the Center shall be set aside out of the income of the corporation. Any income then remaining shall be donated to the registered New York Not-for-Profit corporation Kadampa Meditation Center New York, the NKT-IKBU Center registered in the United States with the 501(c)(3) ID 14-1822928.

**5.3** Directors shall not engage in business transactions with the Center. 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.

**5.4** This does not prevent any payment in good faith by the corporation to any Director of reasonable expenses properly incurred when acting on behalf of the corporation.

#### **Article 6. Dissolution**

**6.1** If the corporation is wound up or dissolved for any reason whatsoever, and if after the satisfaction of all its debts and liabilities any assets remain, these assets must be given to one (or more than one) other corporation that has the same Specific Purposes as Vajrapani Kadampa Buddhist Center, Inc., and that is tax-exempt under Section 501(c)(3) of the Internal Revenue Code. At or before the time of dissolution, the recipient corporation (or corporations) shall be chosen by the Members in consultation with the Secretary of the General Spiritual Director.

**6.2** In no circumstances shall the net assets of the corporation be paid to or distributed among the Directors, Officers, Members, or to any other individuals.

#### **Article 7. Changes to the Articles and Bylaws**

The Articles and Bylaws of the corporation may only be changed by unanimous decision, made in writing and confirmed by individual hand signatures on paper, of each of the three Directors of the Center, each and every Member of the Center and each of the four main executive officers of the NKT-IKBU Charity.

#### **Article 8. Board of Directors**

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

#### **Article 9. Membership**

The corporation shall have members.

#### **Article 10. The New Kadampa Tradition Study Programs**

**10.1 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.

**10.2 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 *The New Eight Steps to Happiness*;
- **The Heart Sutra,** based on the commentary *The New 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 *How to Understand the Mind*.

**10.3 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 *The New Eight Steps to Happiness*;
- **The Heart Sutra,** based on the commentary *The New 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 *How to Understand 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 *The New 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 Program 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.

3. These adopted restated Articles of Incorporation supersede the original Articles of Incorporation and any amendments thereto.

4. These restated Articles of Incorporation contain an amendment to the Articles of Incorporation which required member approval. The amendments were adopted on the date of the signing of this document. The amendments and restatement of Articles of Incorporation has been duly approved by the required and unanimous vote of the members.

5. The foregoing amendment and restatement of Articles of Incorporation, including specifically Articles 2 and 5, has been duly approved by the Spiritual Director of the Corporation.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 11-10-2023

Signature: Ben Baenen

Name: Ben Baenen

Title: President/Administrative Director