

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

ALBUQUERQUE ZEN CENTER INCORPORATED

1439074

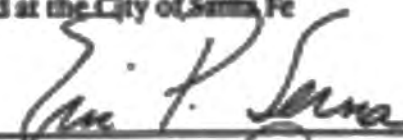
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by Law, the State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.


Dated: JULY 7, 1989

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe





Chairman



Director

JUL 07 1989

ARTICLES OF INCORPORATION
OF
ALBUQUERQUE ZEN CENTER INCORPORATED

CORPORATION DEPT.

The undersigned, acting as an Incorporator of a corporation under the New Mexico Nonprofit Corporation Act, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

Its corporate name will be Albuquerque Zen Center Incorporated.

ARTICLE II

Its corporate existence will be perpetual.

ARTICLE III

It is organized and will be operated exclusively for educational and religious purposes, as a temple and religious center in the Rinzai Zen Buddhist tradition and lineage, including all activities incidental thereto, and will not carry on any activity not permitted to be carried on by, or which would jeopardize the tax exempt status of, an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now or hereafter exist, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and

Regulations. No substantial part of the activities of the corporation will be the carrying on of propoganda or otherwise attempting to influence legislation, and the corporation will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

It may exercise only those powers which are in furtherance of its tax exempt purposes and activities, and which may be exercise by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now or hereafter exist, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof.

ARTICLE V

Upon dissolution, the corporate assets will be distributed first in payment of all liabilities of the corporation and then to the following religious, charitable or educational organizations, however then named, then exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now or hereafter exist:

First, all remaining assets to be equally divided between Jemez Bodhi Mandala and Kozen-Ji, both New Mexico non-profit corporations, or to either of them if only one qualifies, and if neither said Jemez Bodhi Mandala nor Kozen-Ji qualifies, then,

Second, all remaining assets to Rinzai-ji, Incorporated, a California non-profit corporation, and if said Rinzai-ji, Incorporated does not qualify, then,

Third, to such organizations engaged in the practice and teaching of Zen Buddhism as the Board of Directors may direct.

ARTICLE VI

Its initial registered office address will be 2041-B South Plaza NW, P. O. Box 807, Albuquerque, New Mexico 87103, and its initial registered agent at that address will be Stephen A. Slusher.

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT

JUL 07 1989

BY DESIGNATED INITIAL REGISTERED AGENT

CORPORATION DEPT.

To the State Corporation Commission
State of New Mexico

State of New Mexico

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| ss
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County of Bernalillo

On this 5th day of July, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Stephen A. Slusher, who is to me known to be that person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of Albuquerque Zen Center Incorporated, a New Mexico nonprofit corporation, the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the New Mexico Nonprofit Corporation Act.


Stephen A. Slusher

SUBSCRIBED AND SWORN TO before me, a Notary Public, on the day, month and year first above set forth.


Notary Public

My commission expires:

1-6-91

ARTICLE VII

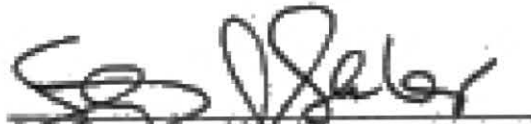
The names and addresses of the three Directors who will constitute its initial Board of Directors are:

Stephen A. Slesher
2041-B South Plaza NW
P. O. Box 807
Albuquerque, NM 87103

Paul D. Sonis
308 Cornell SE
Albuquerque, NM 87106

Seiju Bob Mammoger
Jemez Bodhi Mandala
Highway 4
P. O. Box 8
Jemez Springs, NM 87025

DATED: July 3, 1989.



Stephen A. Slesher
2041-B South Plaza, N.M.
P. O. Box 807
Albuquerque, N.M. 87103

SAS/ALBECINC.DOC

