

State of North Carolina  
 Department of the Secretary of State

ARTICLES OF RESTATEMENT  
 FOR NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: North Carolina Zen Center, Incorporated
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
  - a.  These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
  - b.  These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (Set forth a brief explanation of why member approval was not required for such amendment.) Corporation did not have members.
  - c.  These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
  - d.  These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: \_\_\_\_\_

This the 31st day of July, 20 12

North Carolina Zen Center, Incorporated

Name of Corporation

  
 Signature

Roxanne Henderson, President Board of Directors

Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State. (Revised Jan 2003)

Corporations Division

PO Box 29622

Raleigh, NC 27626-0622

**Restated and Amended Articles of Incorporation  
North Carolina Zen Center, Incorporated**

**Article I.**

Name of Corporation

The name of the corporation is North Carolina Zen Center, Incorporated.

**Article II.**

Agent, Registered, and Principal Office

The address of the registered office of the corporation is 390 Ironwood Road, Pittsboro, North Carolina, 27312-6754. This is the main place of operations and also the address of the agent, James A Stewart.

**Article III.**

Nature of the Corporation

The corporation is organized exclusively for charitable, religious, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 and the corresponding provisions of any future US Internal Revenue laws and is a "charitable or religious corporation" within the meaning of Section 55A-1-40(4) of the North Carolina General Statutes. It shall adhere to all provisions set forth in these codes and statutes and any future corresponding laws or US Internal Revenue codes that apply.

**Article IV.**

Purpose of the Corporation

The specific purpose for which the corporation is organized is to provide a place for the study and practice of Rinzai-ji Zen Buddhism including the offering of regular services that are open to the public.

**Article V.**

Not for Gain or Propaganda

The corporation is not organized and shall not be operated for the pecuniary gain or profit to any persons including but not limited to its directors, officers, abbot, or staff except that it be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above.

The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501 (c) (3) of the Code. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**Article VI.****Members of the Corporation**

The corporation shall have members (known as Voting Members) who shall have the rights and responsibilities as set forth in the Bylaws, including participation in the election of Board Members.

**Article VI.****Board of Directors**

The management of the corporation and its affairs shall be vested in the Board of Directors.

The Board of Directors may adopt, make, alter or repeal the by-laws of the corporation. In addition to its other powers and authorities, the Board shall have full power and authority from time to time to invest, reinvest, sell, expend, or otherwise dispose of any and all property of the corporation in furtherance of the purpose of the corporation. The number, terms of office, and method of selection of the Directors shall be determined by the bylaws of the corporation.

**Article VIII.****Disposition of Assets on Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of the liabilities and obligations of the corporation, dispose of all the assets of the corporation (if any) as follows:

- a) Assets held conditionally by the corporation shall be returned, transferred, or conveyed, in accordance with any such conditions, and
- b) All other assets shall be transferred or conveyed to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations exempt under Section 501(c) (3) of the Code, as the Board of Directors in its discretion determines, subject to the provisions of the Bylaws of the corporation and applicable law.
- c) In the event that the Board of Directors fails to distribute the remaining assets of the Corporation, the Clerk of Superior Court is authorized to select as recipients of the assets one or more non-profit organizations that have purposes related to the practice of Zen Buddhism.

**Article IX.****Amendment**

These Amended and Restated Articles of Incorporation may not be amended to prevent the corporation from qualifying as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code.