

# CERTIFICATE OF INCORPORATION WHITE PLUM ASANGA, INC.

Under Section 402 of the Not For Profit Corporations Law.

**Amended April 25, 2005**

The undersigned, for purposes of establishing a Not for Profit Corporation under the Not for Profit Corporations Law of New York State does hereby certify:

1. The name of the Corporation is WHITE PLUM ASANGA, INC.
2. The Corporation is a corporation as defined in Subparagraph (a) (5) of § 102 of the Not-for-Profit Corporations Law,
3. The purposes for which the Corporation is formed are as follows:
  - (A) The Corporation is specifically and primarily of a religious nature. White Plum Asanga is a religious organization of peers whose members are primarily leaders of Zen Communities in the lineage of Hakuyu Taizan Maezumi Roshi. The purpose of the organization is the exchange of information relating to the educational, religious and administrative programs of White Plum Zen communities. WPA is not a monitoring or disciplinary group.

Nothing contained herein shall authorize the Corporation to operate or maintain an institution of higher education, to grant degrees or to engage in the practice of any profession requiring a license pursuant to Title VIII of the Education Law.

To do any other thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, directors, or officers except as permitted under the Not for Profit Corporations Law.

- (B) This Corporation is not formed for pecuniary profit or financial gain and no part of its net earnings shall inure to the benefit of, or be distributable to its members, directors, 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 this Certificate of Incorporation.
  - (C) No part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.
  - (D) Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for-Profit Corporation Law, § 404(b)-(v).

- (E) In furtherance of the foregoing purposes, the Corporation shall have the power, subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinbefore set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary or educational purposes, as specified in § 501 (c)(3) of the Internal Revenue Code of 1954, as amended (or the comparable provisions in force from time to time) (the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under § 501 (c)(3) of the Code.
- (F) If at any time the Corporation is determined to be other than an organization described in § 509 (a)(1), (2) or (3) of the Code it shall to the extent applicable comply with the provisions of § 508 of the Code, insofar as such section:
- (i) Prohibits the Corporation from engaging in any act of self dealing which is subject to tax under § 4941 of the Code;
  - (ii) Requires the Corporation to distribute such amounts for each taxable year allocable at such time and in such manner as not to subject the Corporation to tax on undistributed income under § 4942 of the Code;
  - (iii) Prohibits the Corporation from retaining any excess business holdings which are subject to tax under § 4943 of the Code;
  - (iv) Prohibits the Corporation **from** making any investments in such manner as to subject the Corporation to tax under § 4944 of the Code;
  - (v) Prohibits the Corporation from making any taxable expenditures which are subject to tax under § 4945 of the Code.
4. Nothing herein shall authorize the Corporation to engage in the practice of the any profession required to be licensed by Title VIII of the Education Law.
5. The Corporation shall be Type B corporation under § 201 of the Not-for-Profit Corporation Law,
6. The office of the Corporation is to be located in the County of Westchester, State of New York.

7. The names and address of the initial directors of the Corporation are as follows:

NAMES	ADDRESSES
Bernard Tetsugen Glassman	21 Park Avenue Yonkers, New York 10703-3407.
Jan C Bays	1720 NE Brower Road Corbett, Oregon 97019
John Daido Loori	Zen Mountain Monastery P. O. Box 197 Mt. Tremper, New York 12457
Dennis Genpo Merzel	Kanzeon Zen Center 1274 East Temple Street Salt Lake City, Utah 84102

8. The Secretary of State, under S 402 (a) (6), is designated as agent of the Corporation upon whom process against it may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against it served upon him is Bernard Tetsugen Glassman, 21 Park Avenue, Yonkers, NY 10703-3401.
9. Prior to delivery to the Department of State for filing, all approvals or consents required by any statute of this State will be endorsed upon or annexed to this Certificate.
10. In the event of the dissolution of the Corporation, all of the assets of the Corporation remaining after the payment or satisfaction of its liabilities shall be distributed only to an organization or organizations whose purposes are exclusively charitable, scientific, literary religious and/or educational, and which organization or organizations qualify as exempt at such time under section 501 (c) (3) of the Code, subject to the approval of a Justice of the Supreme Court.

Dated June 20, 1995

Robert L. Greene, Esq.  
Incorporator  
115 East 26th Street

New York, New York, 10010

STATE OF NEW YORK

SS:

COUNTY OF NEW YORK

On this day of June, 1995 Robert L. Greene Esq., personally known to me and known to be the same person who executed the within instrument and he acknowledged to me that he executed the same.

Notary Public