

RESTATED ARTICLES OF INCORPORATION OF Northwest Zen Sangha

PREAMBLE

Our Mission is to transmit the teachings and practice of Soto Zen Buddhism by cultivating compassion, love and wisdom.

ARTICLE I

NAME, TYPE AND DURATION. The name of the Corporation is Northwest Zen Sangha. The Corporation is a religious corporation. Its duration shall be perpetual unless otherwise dissolved.

ARTICLE II

PURPOSES. The object, business, pursuits and purposes of the Corporation shall be to carry out the purposes stated in the Preamble and to engage in such activities and to exercise such powers as are permitted by nonprofit corporations pursuant to the applicable provisions of the Oregon Revised Statutes.

ARTICLE III

IRS RESTRICTIONS. The Corporation is intended to qualify as a tax-exempt organization described in Section 501(c)(3). The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons, or organizations organized and operated for a profit, 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 II.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in, or intervene in (including the publishing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

MEMBERSHIP. The corporation shall have members, as set out more fully in the Bylaws of the Corporation.

ARTICLE V

BOARD OF DIRECTORS. The management of the Corporation is vested in the Board of Directors, consisting of at least five (5) members. The qualifications, time and place of meeting, and powers and duties of directors shall be as such as are prescribed by the Bylaws of the Corporation.

ARTICLE VI

INDEMNIFICATION.

Section 1. The corporation shall indemnify any person who was or is a party or is threatened with being made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals by reason of the fact that said person is or was a Board member of the corporation, or is or was serving at the request of the corporation in any capacity, against expenses (including attorney fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceeding if said person acted in good faith and in the manner the person reasonably believed to be in or not opposed to the best interest of the corporation, or in respect to any criminal action or proceeding had no reasonable cause to believe such a conduct was unlawful, insofar as indemnification for these actions is permitted under Oregon Revised Statutes and these Articles of Incorporation.

Section 2. Unless indemnification is ordered by a court having jurisdiction, any indemnification shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the Board member or person serving at the request of the Corporation is proper because the applicable standards of conduct set forth in Section 1 of these Articles have been met. Such determination shall be made by: (a) The Board on a majority vote of a quorum consisting of Board members were not parties to such action, suit or proceeding; or (b) If such a quorum, as described above, is not obtainable or upon the direction of a majority of a quorum of disinterested Board members, by independent legal counsel (compensated by the corporation) in a written opinion; or (c) If the selection in paragraphs (a) and (b) is not possible, then by a committee of at least two disinterested Board members appointed by the Abbot.

Section 3. The expenses for defending against any action, suit or proceeding may be advanced by the Board provided the Board member or person serving at the request of the Corporation furnishes a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct and agrees to repay amounts advanced by the corporation if it is ultimately determined that he or she did not meet the standard of conduct. The agreement of the Board member or person serving at the request of the Corporation shall be evidenced by a written agreement.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of or in any other way to limit any other rights to which any person indemnified may be or may become entitled by these Articles of Incorporation or the operation of law.

ARTICLE VII

LIMITATION ON PERSONAL LIABILITY. No member, director, or uncompensated officer of the Corporation shall be liable to the Corporation or its members for conduct as a member, director, or officer for any act or omission occurring after the date when these Articles are filed with the Oregon Secretary of State, except such release of liability shall not eliminate or limit the liability of a member, director, or uncompensated officer for: (a) any breach of the director's or officer's duty of loyalty to the Corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the director or officer derived an improper personal benefit; and (e) any act or omission in violation of ORS Chapter 65 involving conflict of interest, loans or guarantees to directors or officers, or unlawful distributions. No amendment to these Articles that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a member, director, or officer for any act or omission that occurs prior to the effective date of the amendment.

ARTICLE VIII

DISSOLUTION. Dissolution must be approved by a two-thirds vote of the directors in office at the time the dissolution is approved. The corporation shall provide notice of any meeting of the board of directors at which approval of dissolution is to be considered in accordance with ORS 65.344 (2). The notice must state that one purpose of the meeting is to consider dissolution of the corporation and contain or be accompanied by a copy or summary of the plan of dissolution. The plan of dissolution shall indicate to whom the assets owned or held by the Corporation will be distributed after all creditors have been paid. Once the Board of Directors has authorized dissolution, the Corporation may dissolve by delivering to the Office of the Secretary of State for filing articles of dissolution. The Corporation shall deliver to the Attorney General written notice that it intends to dissolve at or before the time it delivers articles of dissolution to the Secretary of State. The Corporation may distribute assets as part of dissolution no sooner than 20 days after giving notice to the Attorney General.

On dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. The Board of Directors shall at all times have the power to convey any or all of its property to any governmental entity. Any such assets not so disposed of shall be disposed of by the appropriate court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and are operated exclusively for such purposes.

ARTICLE IX

AMENDMENT OF ARTICLES. The Board of Directors of the Corporation, by a vote of two-thirds of the directors then in office, may amend these Articles with respect to any matter permitted in ORS 65.434, as it may be amended from time to time. All other amendments to these Articles shall require approval of the voting members of the Corporation. Voting members must authorize amendments to the Articles by a majority of the votes cast. Once amended, the Corporation shall deliver to the Secretary of State Articles of Amendment, in accordance with the Oregon statutes.

Chairman of the NWZS Board of Directors
Randall Daigai Filbert