

**Articles of Incorporation of Richmond Zen,
a Non-Stock Corporation**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

Article I. Name of Corporation.

The name of the non-stock Corporation is Richmond Zen.

Article II. Registered Agent & Registered Office.

The name of the Corporation's initial registered agent is Kevin Heffernan. The initial registered agent is an individual who is a resident of Virginia and an initial director of the Corporation.

The Corporation's initial registered office address, which is identical to the business office of the registered agent, is 3411 Grove Avenue Richmond, Virginia 23221.

The registered office is located in the city of Richmond.

Article III. Statement of Purpose.

The Corporation is organized exclusively for primarily religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Specifically, the Corporation engages in activities related to the practice, study, and expression of Soto Zen Buddhism.

Article IV. Directors & Election.

The names and addresses of the persons who are the initial directors of the corporation are:

Stan McCulloch, president

Judy Sheldon, vice president

John Ross, secretary

Rob Smith, treasurer

Kevin Heffernan, head of practice

Subsequent directors shall be elected by the members.

Article V. Members.

The Corporation shall have one or more classes of members with such designations, qualifications, and rights as set forth in the bylaws.

Article VI. Limitations.

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.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall only engage in activities permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VII. Dissolution.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event of liquidation or dissolution of Richmond Zen, whether voluntary or involuntary, the property or other assets of this body, and any proceeds thereof remaining after payment and discharge of all its debts and liabilities, shall be distributed as follows: First, any assets held upon condition requiring return shall be returned as so required; Second, other assets shall be distributed to a non-profit organization having purposes and goals similar to those of Richmond Zen as determined by the board of

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directors. None of such property, assets or proceeds shall be distributed to, or divided among, any of the members of Richmond Zen except as indicated above.

In witness whereof, we have hereunto subscribed our names this ____ day of ____, 2018.

Head of Practice

Kevin Heffernan

Date

President

Stan McCulloch

Date

Vice President

Judy Sheldon

Date

Secretary

John Ross

Date

Treasurer

Robert Smith

Date