

STATE OF COLORADO



DEPARTMENT OF
STATE

NONPROFIT
CERTIFICATE OF
INCORPORATION

J. Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----**KARMA DZONG**-----
(A COLORADO NONPROFIT CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this -----**Seventh**----- *day of* -----**January**-----, *A. D.* **1971**

Byron A. Anderson
SECRETARY OF STATE
Jeremiah J. Snelly
DEPUTY



ARTICLES OF INCORPORATION

of

KARMA DZONG, A RELIGIOUS

NON-PROFIT CORPORATION

The undersigned natural persons, of the age of twenty-one years or more, acting as incorporators of a corporation (hereinafter referred to as "the corporation") under the provisions of "the Colorado Non-Profit Corporation Act" (hereinafter referred to as "the Act"), adopt the following Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation is KARMA DZONG, a religious non-profit corporation.

ARTICLE II

PERIOD OF DURATION: The period of duration for the corporation shall be perpetual.

ARTICLE III

PURPOSES AND POWERS:

Section 1. In General. The purposes for which the corporation is organized are as follows:

Clause (a) General Purposes. The teaching of meditation, Tibetan Religious traditions, Educational handicrafts, and the practice of charity.

Section 2. Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Act, or other law, or by these Articles of Incorporation, the corporation shall have and exercise all the powers granted by the Statutes of the State of Colorado and specifically in C.R.S. (1963) 31-24-5 (as amended 1967).

ARTICLE IV

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION.

Section 1. Meetings of Members. Meetings of the members of the corporation may be held at such place, either within or without the State of Colorado, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

Section 2. Meetings of Directors. Meetings of the Board or Directors of the corporation, regular or special, may be held either within or without the State of Colorado.

Section 3. Code of By-Laws. The initial Code of By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors.

785

The By-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its Directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transactions, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. Amendments of Articles of Incorporation. The corporation reserves the right, from time to time, to amend, alter, or repeal, or to add any provisions to its Articles of Incorporation in the manner provided by the Act.

ARTICLE V

DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

Section 1. Assets Requiring Return. Assets held by the corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

Section 2. Assets held for charitable purposes but not requiring return upon dissolution. Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred to a non-profit corporation with similar charitable purposes.

ARTICLE VI

ADDRESS OF INITIAL REGISTERED AGENT, AND NAME OF INITIAL REGISTERED AGENT.

Section 1. Registered Office. The address of the initial registered office of the corporation is c/o John Baker, Salina Star Rte., Boulder, Colorado 80302.

Boulder County

Section 2. Registered Agent. The name of the initial registered agent of the corporation is John Baker, Salina Star Rte., Boulder, Colorado 80302.

ARTICLE VII

DATA RESPECTING DIRECTORS.

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of three (3) persons, who shall be residents of the State of Colorado, but need not be members of the corporation.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors shall be elected and qualified, follow:

- John Baker, Salina Star Rte., Boulder, Colorado 80302
- Marvin Casper, Salina Star Rte., Boulder, Colorado 80302
- Chogyam Trunpa Mukpo, Salina Star Route, Boulder, Colo. 30302

Section 3. Increase or Decrease of Directors. The corporation shall have from three (3) to seven (7) Directors, and may be increased or decreased from time to time by amendment of the Code of By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law fixing the number of Directors, the number shall be three (3).

EXECUTED THIS 5th day of January, 1970.

Roger E. Stevens
 Roger E. Stevens, Incorporator
 Address: Boulder Canyon, P.O. Box 2140
 Boulder, Colorado 80302

Fred Clifford
 Fred Clifford, Incorporator
 Address: Boulder Canyon, P.O. Box 2140
 Boulder, Colorado 80302

John Baker
 John Baker, Incorporator
 Address: Salina Star Route
 Boulder, Colorado 80302

STATE OF COLORADO)
) SS
 COUNTY OF BOULDER)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgements and administer oaths in the State of Colorado, certify that Roger E. Stevens, Fred Clifford, and John Baker, being all the incorporators referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 5th day of January, 1970.



Carol A. Osborne
 Notary Public

225519

ARTICLES OF INCORPORATION

KARMA DZONG

DOMESTIC

NOT FOR PROFIT

Filed in the office of the Secretary of
State, of the State of Colorado, on the

7th day of January A. D. 1971

BYRON A. ANDERSON
Secretary of State

Filing Clerk Sng Fees \$10

Old Age Pension Fund _____

This document has been inspected
and properly entered on the Re-
cords of The Flat Tax Department.

Date January 11, 1971 OK *MS*

Caustita Clerk

RECORDED 723
ROLL 186 PAGE

01-8 2 7142463

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
AMENDMENT

I. Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

-----Karma Dzong-----

duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as Secretary of State, and by virtue of the authority vested in me by law, hereby issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated this ---Twenty-Ninth--- day of -----April-----, A. D. 19 71.

Byron A. Anderson
SECRETARY OF STATE

Jeremiah J. Conolly
DEPUTY



ARTICLES OF AMENDMENT
 TO THE
 ARTICLES OF INCORPORATION
 OF
 KARMA DZONG
 A Religious Non-Profit Corporation

Pursuant to the provisions of the Colorado Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Karma Dzong.

SECOND: The following amendment of the Articles of Incorporation was adopted on the 10th day of April, 1971, by a majority vote of the directors in office, there being no members of the corporation:

ARTICLE III

Section 1. The purposes for which the corporation is organized are the teaching of meditation, Tibetan Religious Traditions, Educational handicrafts, and the practice of charity.

Section 2. The purposes shall be solely educational, charitable, and religious in character within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may be hereafter amended.

Section 3. As a means of accomplishing the foregoing purposes, the Corporation may exercise such powers which now or hereafter may be conferred by law upon a corporation organized for the purposes outlined herein, or necessary or incidental to the powers so conferred, subject to the further limitations that, notwithstanding any other provisions of these Articles, only such powers shall be exercised, and such activities engaged in, as are in furtherance of the tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of

the Internal Revenue Code of 1954, and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE V

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

ARTICLE VI

The address of the registered office and principal office of the Corporation is Salina Star Route, Boulder County, Colorado 80302 and the registered agent at such address is John Baker.

ARTICLE VIII

Upon the dissolution of the Corporation, the Board of Directors shall, after complying with applicable provisions of the Colorado Non-Profit Corporations Act, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, religious or charitable 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 provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the District Court for the District in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Executed this 14th day of April, 1971.

John J. Baker
John J. Baker - Vice-President/
Treasurer, authorized to sign on
behalf of Chogyam Trungpa Mukpo,
President

Marvin Casper
Secretary

THE FOREGOING instrument was acknowledged before me this 14th
day of April, 1971, by John J. Baker, Vice-President, Treasurer and
Marvin Casper, Secretary of Karma Dzong.

IN WITNESS WHEREOF I have hereunto set my hand and seal.

My commission expires Sept. 9, 1973.

Charles O. Hardisty
Notary Public



229101

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF Karma Dzong

DOMESTIC

NOT FOR PROFIT

FILED in the office of the Secretary of
State, of the State of Colorado, on the
29th day of April A.D. 19 71

BYRON A. ANDERSON
Secretary of State

Filing Clerk Sage Fees \$5
Old Age Pension Fund _____

This document has been inspected
and properly entered on the Re-
cords of The Flat Tax Department

Date May 3, 1971

W. Decker Clerk

OK

RECORDED

Roll 172 PAGE 2156

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH, OF

KARMA DZONG

The Secretary of State the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of COLORADO submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is KARMA DZONG

Second: The address of its previous REGISTERED OFFICE was Salina Star Rte., Boulder, Colo 80302

Third: The address to which its REGISTERED OFFICE is to be changed is 1111 Pearl St., Boulder, Colo. 80302

Fourth: The name of its previous REGISTERED AGENT was JOHN BAKER

Fifth: The name of its successor REGISTERED AGENT is JOHN J. BAKER

Sixth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Seventh: The address of its place of business in Colorado is 1111 Pearl St., Boulder, Colorado 80302

Dated 4-12, 1972

(Mailing: same)

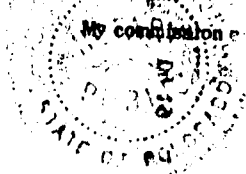
KARMA DZONG (Note 1)

By John J. Baker, Vice President (Note 2)

STATE OF Colorado County of Grand

Before me, Sharon A. P... a Notary Public in and for the said County and State, personally appeared John J. Baker, KARMA DZONG who acknowledged before me that he is the Vice President of KARMA DZONG a COLORADO Non-Profit corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 12 day of April, A. D. 1972



Sharon A. P... Notary Public

- NOTES: 1. Exact corporate name of corporation making the statement. 2. Signature and title of officer signing for the corporation, must be President or Vice-President 3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.

Filing fee \$5.00 SUBMIT ONE

241121

CHANGE OF REGISTERED
OFFICE AND/OR AGENT

of

KARMA DZONG

DOMESTIC

NOT FOR PROFIT

FILED in the office of the Secretary of
State of the State of Colorado, on the

13 day of *April* A.D. 19*72*

BYRON A. ANDERSON

Secretary of State

File Charge *Trust* Fee *5.00*
C.R. Co. Pension Fund

N.P.

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This document has been inspected
and properly Entered on the Re-
cords of The First Tax Department.

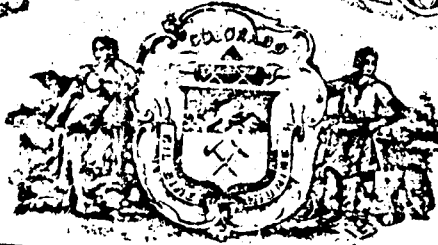
Date *April 20, 1972*

OK

Uchulatta Clerk

04 19 5 72015500

STATE OF COLORADO



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA } ss. **CERTIFICATE.**
STATE OF COLORADO }

*I, Byron A. Anderson, Secretary of State
of the State of Colorado, do hereby certify that*

duplicate originals of Articles of Consolidation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Consolidation of KARMA DZONG (Colorado Corporation) and TAIL OF THE TIGER (Vermont Corporation - Not Qualified) resulting in a new Colorado corporation (not for profit) known as VAJRADHATU, and attaches hereto a duplicate original of the Articles of Consolidation.

IN TESTIMONY WHEREOF *I have hereunto*
set my hand and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this -- Twenty-Second --
day of -- February -- A. D. 1913

Byron A. Anderson
SECRETARY OF STATE
Jeremiah S. Wells
DEPUTY



ARTICLES OF CONSOLIDATION

KARMA DZONG, A COLORADO NONPROFIT CORPORATION,
AND TAIL OF THE TIGER, A VERMONT NONPROFIT COR-
PORATION, CONSOLIDATING TO FORM VAJRADHATU, A NEW
COLORADO NONPROFIT CORPORATION

We, the President and Secretary of Karma Dzong, a Colorado nonprofit corporation, and the President and Secretary of Tail of the Tiger, a Vermont nonprofit corporation, state the following Articles of Consolidation:

1. Plan of Consolidation: I

This agreement and plan of consolidation is dated February 22, 1973, and is made between Karma Dzong, a Buddhist church and religious organization, and Tail of the Tiger, a Buddhist church and religious corporation, hereinafter referred to as the "Consolidating Corporations", whereby the Consolidating Corporations agree to consolidate and form a new nonprofit corporation, to be named Vajradhatu, a Buddhist church and association of Buddhist churches.

Karma Dzong is organized under the laws of the state of Colorado as a nonprofit corporation, and has its principal office in Boulder, Colorado. Karma Dzong is a Buddhist church, which has since its organization conducted activities of a church and religious organization exclusively.

Tail of the Tiger is a nonprofit corporation organized under the laws of the state of Vermont, with its

principal office at Barnet, Vermont. Tail of the Tiger is a church of the Buddhist faith, and has since its organization conducted the activities of a church and religious organization exclusively.

The two Consolidating Corporations hereby agree to consolidate and to form Vajradhatu, a church and association of churches of the Buddhist faith, which shall be organized as a Colorado nonprofit corporation governed by the laws of the state of Colorado. Vajradhatu shall have its principal office in Boulder, Colorado. Hereinafter, Vajradhatu shall be designated as the "New Corporation".

This agreement and plan of consolidation is made pursuant to the Colorado Nonprofit Corporation Act, Colorado Revised Statutes (1963) as amended, §§31-24-44, 45, 46, 47 and 48; and is also governed by the Vermont Nonprofit Corporation Act, Vermont Statutes, Title XI, §§2301 et seq, particularly subchapter 5, §§2502-2506.

II

Terms and Conditions

1. On the date this plan becomes effective, as governed by the laws of Colorado and Vermont stated above, the separate existence of Karma Dzong and Tail of the Tiger shall cease.

2. On the effective date, Vajradhatu shall commence its existence as a nonprofit corporation, having

the purposes, powers, duties and liabilities of nonprofit corporations organized under the Colorado and Vermont Nonprofit Corporation Acts, and as provided in and limited by the Articles of Incorporation of Vajradhatu, set forth below.

3. Vajradhatu shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public or private nature, of Karma Dzong and Tail of the Tiger; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to Karma Dzong or Tail of the Tiger, shall be taken and deemed to be transferred to and vested in Vajradhatu without further act or deed; and the title to any real estate, or any interest therein, vested in Karma Dzong or Tail of the Tiger shall not revert or be in any way impaired by reason of such consolidation.

4. Vajradhatu shall thenceforth be responsible and liable for all the liabilities and obligations of Karma Dzong and Tail of the Tiger, and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if such merger or consolidation had not taken place, or Vajradhatu may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Karma Dzong or Tail

of the Tiger shall be impaired by such consolidation.

III

Articles of Incorporation of Vajradhatu

The undersigned persons, desiring to form a corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act, hereby certify:

1. The name of the corporation is VAJRADHATU.
2. The period of duration of the corporation is perpetual.
3. The purposes for which the corporation is organized are as follows:

(a) To establish and operate a church for religious practice and worship in accordance with the precepts of Buddhism.

(b) To establish, maintain, and operate an association of Buddhist churches founded to promote the teachings of the Buddhist religion of Tibet and neighboring countries in the Himalayan region such as Bhutan, Sikkim, Nepal, and Northern India.

(c) To coordinate, administer and guide the progress and projects of the Buddhist churches associated with Vajradhatu.

(d) To aid, assist and encourage the establishment, organization, and administration of new Buddhist churches in North America which may become associated with

the corporation.

(e) To promote, encourage, and advance the teachings of the Hinayana, Mahayana, and Vajrayana schools of Buddhism through lectures, publication of written materials, seminars, development and dissemination of audio visual materials such as tape recordings and motion picture films, and any other forms of communication.

(f) To promote and develop the establishment, operation, and activities of churches of Buddhism through the establishment of religious institutions, including but not limited to Buddhist meditation centers, retreat centers, and study centers.

(g) To promote and encourage the teaching of Hinayana, Mahayana, and Vajrayana Buddhism through the establishment and operation of religious educational institutions, including but not limited to schools, colleges, and seminaries for the training and instruction of ministers of the Buddhist religion and other interested people.

(h) To organize, administer, and guide Buddhist communities whose members are dedicated to integrating their daily lives with their religious practice and study.

(i) To promote and encourage the preservation of Buddhist religious texts, artifacts, and works of re-

religious art presently located in Tibet, Nepal, Bhutan, Sikkim, and Northern India, as well as other parts of the world.

(j) To encourage communication between teachers and students of Buddhism in North America and Buddhists in other parts of the world, by assisting Buddhist teachers and students to come to North America and assisting North American students and teachers to go elsewhere for study and practice of Buddhism, and by the exchange of texts, artworks, books, and other forms of communication between Buddhist centers around the world.

(k) The dissemination of Buddhist teaching and practice as a means to alleviate mental and psychological problems and suffering, including but not limited to the establishment and operation of centers that help mentally disturbed people in a context of Buddhist teaching and practice.

(l) To work cooperatively with individuals, Buddhist churches, educational institutions and other organizations for the advancement of Buddhism.

(m) To conduct the activities of the corporation exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time.

(n) 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 all such other powers as are now, or hereafter may be, conferred by the Colorado Nonprofit Corporation Act upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, and to conduct and carry on its activities in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory or foreign country, subject to the further limitation and condition that notwithstanding any other provision of this Article (3), the corporation shall not have the power to carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 and regulations established thereunder, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations thereunder (or the corresponding provision of any future United States Internal Revenue Law.)

This corporation is not formed for pecuniary profit or financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit

of any member, director or officer to the corporation or any other private individual except that the corporation shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes set forth herein.

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.

4. The assets of the corporation having been dedicated to religious purposes, in the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or by operation of law, disposition of the assets of the corporation shall be such as is designed exclusively to carry out the purposes for which the corporation is formed provided that no assets shall be distributed to any organization whose purposes are not exclusively religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and regulations adopted thereunder as at any time amended.

5. The initial registered office of the corporation in the State of Colorado is located at 1111 Pearl Street, Boulder, Colorado, 80302 and the name of its ini-

tial registered agent at such address is Marvin S. Casper.

6. The members of the corporation shall include all of the Board of Directors and such other members as the Board of Directors may from time to time determine, according to the By-Laws of the corporation.

7. The corporation shall have no stock.

8. The initial Board of Directors shall consist of two classes of directors. The first class of Directors shall consist of one director. The second class of directors shall consist of three directors. The names and addresses of the initial directors are as follows:

First Class of Directors:

<u>NAME</u>	<u>ADDRESS</u>
Chogyam Trungpa Mukpo	Salina Star Route Boulder, Colorado 80302

Second Class of Directors:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth Green	Snow Lion Inn Teton Village, Wyoming 83025
Frances Lewis	1111 Pearl Street Boulder, Colorado 80302
Marvin Casper	1111 Pearl Street Boulder, Colorado 80302

9. The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chogyam Trungpa Mukpo	Salina Star Route Boulder, Colorado 80302
Frances Lewis	1111 Pearl Street Boulder, Colorado 80302
Marvin Casper	1111 Pearl Street Boulder, Colorado 80302

IN WITNESS WHEREOF, this Certificate has been signed this 22 day of February, 1973.

Chogyam Trungpa Mukpo
Frances Lewis
Marvin Casper

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

The foregoing certificate was acknowledged before me this 22nd day of February, 1973, by Chogyam Trungpa Mukpo, Frances Lewis and Marvin Casper.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

H. McNeegan Doty, II
Notary Public

My Commission Expires May 22, 1976
My Commission expires: _____

IV

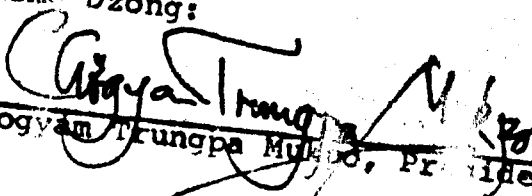
Binding Effect

This agreement and plan of consolidation shall be binding upon the Consolidating Corporations from the date on which it is approved and adopted by the board of directors of Karma Dzong, and the board of trustees and members of Tail of the Tiger. Upon adoption, the President and Secretary of the Consolidating Corporations shall prepare and file Articles of Consolidation with the Secretary of State of the States of Colorado and Vermont.

2. Members: Karma Dzong has no members entitled to vote on this plan of consolidation. Tail of the Tiger has members entitled to vote on the plan, and the plan was adopted by a consent in writing signed by all members entitled to vote on the plan, dated February 22, 1973.
3. Directors: The board of directors of Karma Dzong adopted the plan at a special meeting held on February 22, 1973, by an unanimous vote of all directors. The board of trustees of Tail of the Tiger adopted the plan by unanimous consent in writing signed by all trustees dated February 22, 1973.

Dated: February 22, 1973.

Karma Dzong:


Chogyan Trungpa Mulek, President

Marvin Casper

Marvin Casper, Secretary

Tail of the Tiger:

Chogyam Trungpa Mulp

Chogyam Trungpa Mulp, resident

Tania Leontov

Tania Leontov, Secretary

254258

ARTICLES OF CONSOLIDATION

OF

KARMA DZONG
(Colorado Corporation)

AND

TAIL OF THE TIGER
(Vermont Corporation - Not Qualified)

resulting in a new
corporation

VAJRADHATU
(Colorado Corporation)

**DOMESTIC
NOT FOR PROFIT**

FILED in the office of the Secretary of
State, of the State of Colorado, on the
22nd day of February A.D. 1973

BYRON A. ANDERSON
Secretary of State

Filing Clerk Sage Fees \$5.00

Old Age Pension Fund

RECORDED

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1476

This document has been inspected
and properly entered on the re-
cords of The Flat Tax Commission

O. V. M. R.

Date February 22, 1973

Anderson Clerk

7261634 J 20000501

STATE OF COLORADO
STATEMENT OF CHANGE
OF
REGISTERED OFFICE AND/OR REGISTERED AGENT

3 27 4 3 0

2304

Jul 0 '76

PLEASE TYPE OR PRINT CLEARLY

1 The exact Corporate Name, current Registered Office & current Registered Agent are
AGAR...
V. BHADHATI

1111 SPRUCE STREET

Boulder, CO

The Corporation named herein makes the following statement:

2 The State or Country of incorporation is Colorado

3 The complete street address of the Corporation's REGISTERED OFFICE shall be changed to:
1345 Spruce Street Boulder, Co. 80302

4 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS

5 The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical

6 The complete street address of the Corporation's principal place of business in Colorado is
1345 Spruce Street Boulder Co. 80302

7 If this statement is executed by the Registered Agent, a copy of this statement has been forwarded to the corporation.

STATE OF Colorado
COUNTY OF Boulder

RECORDED
ROLL 383 PAGE

2304

Pursuant to the provisions of Title 7, C.R.S. 1973, I, Kenneth H. Green the
Vice Pres/ Director of Vajradhata a Colorado
(Title) (Corporate Name) (State or Country of Incorporation)

corporation, being duly sworn or affirmed, deposes and declares that this statement has been examined by me and to the best of my knowledge and belief, is true, correct and complete

Corporate Name Vajradhata
By Kenneth H. Green
(Authorized Signature)
Title Vice Pres/ Director
Vice Pres/ Director, Vice President, or Registered Agent

Subscribed and sworn to before me this 17th day of June 19 77
My commission expires 6-6-78

John W. Roper
Notary Public

STATE OF COLORADO
STATEMENT OF CHANGE
OF

For Office Use Only

REGISTERED OFFICE AND/OR REGISTERED AGENT
PLEASE TYPE OR PRINT CLEARLY

DN 0254258

37.3950
FILED

The exact Corporate Name, current Registered Office & current Registered Agent are:

JOHN W. ROPEL (DS-13/77)
AGENT FOR - 000000000
VAJRA DHATU
1345 SPRUCE STREET
BOULDER, CO 80302

016787

23 MAY 79

STATE OF COLORADO
DEPT. OF STATE

1550

The Corporation named herein makes the following statement:

The State or Country of incorporation is: COLORADO

The complete street address of the Corporation's REGISTERED OFFICE will be changed to:

Roper, Lief & Zweibel, 1415 Arapahoe Ave., P.O. Box 4858, Boulder, Colorado 80306

The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical. Yes.

The complete street address of the Corporation's principal place of business in Colorado is:

1345 Spruce Street, Boulder, Colorado 80302

(If this statement is executed by the Registered Agent) A copy of this statement has been forwarded to the corporation. Yes.

STATE OF COLORADO
COUNTY OF BOULDER ss.

Pursuant to the provisions of Title 7, C.R.S. 1973, I, John W Roper, the

Vice Pres/Secretary of Vairadhatu, a Colorado non-profit
(Title) (Corporate Name) (State or Country of Incorporation)

corporation, being duly sworn or affirmed, deposes and declares that this statement has been examined by me and to the best of my knowledge and belief, is true, correct and complete.

RECORDED

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SECRETARY OF STATES OFFICE

Corporate Name: Vairadhatu

By [Signature]
(Authorized Signatory)

Its Vice President

Subscribed and sworn to before me this 11 day of MAY, 1979

My commission expires 10/30/82

[Signature]
Notary Public

SS Form DF1
Rev. 1978

Filing Fee \$5.00

MAIL TO:
Colorado Secretary of State
Corporations Office
1575 Sherman St., 2nd Fl.
Denver, Co. 80203
(303) 866-2381

155382 118

SUBMIT ONE
Filing fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

This document must be typewritten.

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act and the Limited Partnership Act of 1981, the under-
signed corporation or Limited Partnership organized under the laws of COLORADO
submits the following statement for the purpose of changing its registered office or its registered agent, or both,
in the State of Colorado:

First: The name of the corporation or Limited Partnership is:

VAJRADHATU

Second: the address of its REGISTERED OFFICE is 1507 PINE STREET,

BOULDER, COLORADO 80302

Third: The name of its REGISTERED AGENT is JOHN W. ROPER

Fourth: The address of its registered office and the address of the business office of its registered agent, as
changed, will be identical.

Fifth: The address of its place of business in Colorado is 1345 SPRUCE STREET, BOULDER, CO 80302

VAJRADHATU

(Note 1)

By John W. Roper (Note 2)

its Vice President Secretary and
its X Registered Agent (Note 3)
its _____ General Partner

Subscribed and sworn to before me this 10th day of November, 19 81

My commission expires 10/20/82

James D. Campbell
Notary Public (Note 4)
1507 Pine Street, Boulder, CO 80302
Address

- Notes: 1. Exact name of corporation or Limited Partnership making the statement.
- 2. Signature and title of officer signing (for the corporation, must be President or Vice-President; for a Limited Partnership, must be a General Partner).
- 3. Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.
- 4. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.

COMPLETED AND FILED
BT

13480 11/16/81

Form 101
(Rev. 4-81)
SUBMIT ONE
Filing fee \$10.00

This document must be typewritten

Mail to Secretary of State
Corporation Section
1575 Sherman Street, 2nd Fl.
Denver, Colorado 80203
(303) 866-2361

for office use only
524733 5/31/83

01 A8:22

CERTIFICATE OF
ASSUMED OR TRADE NAME

STATE OF COLORADO
COUNTY OF BOULDER

SS DNO 254253
NOT FOR PROFIT

VAJRADHATU *nc/es*

Non-Profit
a corporation

or Limited Partnership organized under the laws of COLORADO being desirous of transacting a portion of its business under an assumed or trade name as permitted by 7-71-101, Colorado Revised Statutes 1973, hereby certifies:

1. The corporate or limited partnership name and location of its principal office is:
1345 Spruce Street, Boulder, CO. 80302
2. The name, other than its own corporate or limited partnership name, under which business is carried on is (Note 1):
Karma Dzong, Inc.
3. A brief description of the kind of business transacted under such assumed or trade name is:
a Buddhist Church

Limited Partnerships complete this section

In _____
IN WITNESS WHEREOF, the undersigned General Partner of said limited partnership has this day executed this certificate
by _____ 19 _____ (Note 2)
General Partner (Note 3)
_____ 19 _____ (Note 2)
General Partner (Note 3)

Corporations complete this section

IN WITNESS WHEREOF, the undersigned President and Secretary of said corporation have this day executed this certificate May 27 19 83
by *Greg Hayward* (Note 2)
Vice - President (Note 3)
Attest: *John W. Roper*
Vice-pres. / Secretary John W. Roper

Subscribed and sworn to before me this *27th* day of May, 19 83
My commission expires 10/20/86

Warren W. Campbell
Notary Public
1507 Pine St., Boulder, CO. 80302
Address

- Note 1: Any assumed name used by any corporation shall contain one of the words "Corporation", "Incorporated", "Limited" or one of the abbreviations "Corp.", "Inc.", or "Ltd."
Any assumed name used by any limited partnership shall contain one of the words "Limited Partnership", "Limited", or "Company" or one of the abbreviations "L.P.", "Ltd.", or "Co."
- Note 2: Exact name of corporation or limited partnership making the statement.
- Note 3: Signature and title of officer signing (for the corporation, must be President or Vice President; for a Limited Partnership, must be General Partner)

COMPUTER UPDATE COMPLETE
AS

12921 5/31/83 10:00

STATE OF COLORADO

STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

1 The exact Corporate Name, current Registered Office & current Registered Agent are:

JOHN W. JOFFE
AGENT USA - UOCC
VAJRAHATU
1907 PINE STREET
BOULDER

877-42

CO 80302

FOR OFFICE USE ONLY

05-17-89 07:57
891054544 \$10.00

The Corporation named herein makes the following statement:

2 The State or Country of incorporation is: Colorado

FILING FEE \$10.00

3 The complete street address of the Corporation's REGISTERED OFFICE shall be changed to
1345 Spruce Street, Boulder, Colorado 80302

4 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:
Alexander Halpern

5 The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

6 The complete street address of the Corporation's principal place of business in Colorado is:
1345 Spruce Street, Boulder, Colorado 80302

"Address" means street name and number, city or town, and United States post office zip code designation. If by reason of rural location or otherwise a street name shall not exist, other appropriate "address" fixing as nearly as possible the actual physical location may be substituted, but in all such exceptional cases the rural free delivery route, the county, and the United States post office zip code designation shall be included.

IMPORTANT! PLEASE READ CAREFULLY!
If you are a nonprofit corporation, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

STATE OF Colorado

COUNTY OF Boulder

VAJRAHATU

(Note 1)

By John W. Joffe

(Note 2)

Its Vice President
Its _____ Registered Agent (Note 1)
Its _____ Authorized Agent
(Foreign Corporations Only)

Subscribed and sworn to before me this 27th day of April

1989

My commission expires June 15, 1991



Signature of corporation making the statement.

Signature of profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.

Signature and title of officer signing for the corporation must be president or vice president. FOR A FOREIGN CORPORATION WITHOUT OFFICERS, THE AUTHORIZED AGENT

Signature of notary public must be exactly as shown on notarial seal, and must agree with notarial commission.

Doryce L. Braiser
Notary Public (Note 1)

COMPUTER UPDATE COMPLETE

THIS STATEMENT WITH PAYMENT TO
CORPORATE REPORT SECTION
DEPARTMENT OF STATE
P.O. BOX 5861
DENVER, CO 80217 5861

Filing Fee \$10.00