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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871254258

1. Entity name: Shambhala USA
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:
 (if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

"bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

or

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:
 (make the applicable selection)

- The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SHAMBHALA USA**

A Colorado Nonprofit Corporation

INTRODUCTION

The corporation was originally incorporated on February 22, 1973, under the name “Vajradhatu”. The corporation’s Amended and Restated Articles of Incorporation were filed with the Colorado Secretary of State on March 2, 2001. Among other things, the Amended and Restated Articles of Incorporation changed the corporate name to “Shambhala International (Vajradhatu)”. The corporation’s Second Amended and Restated Articles of Incorporation were filed with the Colorado Secretary of State on April 4, 2013. Among other things, the Second Amended and Restated Articles of Incorporation changed the corporate name to “Shambhala USA.” These Third Amended and Restated Articles of Incorporation supersede entirely the provisions of the original Articles of Incorporation, the Amended and Restated Articles of Incorporation, and the Second Amended and Restated Articles of Incorporation

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

FIRST: The name of the Corporation is SHAMBHALA USA.

SECOND: The period of duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized are as follows:

1. To conduct the activities of the Corporation exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or the corresponding provision of any future United States Internal Revenue Law (the "Code"). 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) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

2. To establish, maintain, and administer a church and an association of churches for religious practice and worship in accordance with the teachings and practices of the Shambhala and Buddhist traditions under the leadership of the Sakyong Lineage of Shambhala;

3. To serve as the central, governing body of Shambhala in the United States and as such to establish, maintain, and administer an association (“Mandala”) of Shambhala churches, communities, meditation centers, cultural centers, retreat centers, and related organizations throughout the United States.

4. To participate as an integrated member of the International Shambhala Mandala and a part of its association of churches and organizations throughout the world, and in that role to present, propagate, and support the teachings of the Sakyong lineage of Shambhala;

5. In the furtherance of its purposes, the Corporation may establish, maintain, and administer offices and divisions throughout the United States and the world; establish convenient, subordinate boards, committees, and councils; encourage and develop new cultural, religious, and educational programs; encourage and develop communities of persons inspired by the teachings and practices of Shambhala and Buddhism; and otherwise exercise all lawful powers granted to nonprofit corporations.

FOURTH: The Corporation shall have a single member (the Sole Member). The Sole Member of the Corporation is The Sakyong Potrang, a Colorado nonprofit corporation.

FIFTH: The supervision and control of the Corporation shall be vested in its Board of Directors, which shall consist of at least three (3) directors.

SIXTH: The Corporation accepts and shall be governed by the provisions of the Colorado Revised Nonprofit Corporation Act.

SEVENTH: No director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for breach of the director's duty of loyalty to the Corporation; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; statutory liability for loans made by a corporation to its directors or officers; or any transaction from which the director derived an improper personal benefit. This provision shall not eliminate or limit the liability of a director to the Corporation for any act or omission occurring before the effective date of these Third Amended and Restated Articles of Incorporation.

EIGHTH: 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 THIRD. 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 any candidate for public office.

NINTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation to an organization (or organizations) organized and operated exclusively for charitable purposes which at the time

qualifies as an exempt organization (or organizations) under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is located to an organization (or organizations) organized and operated exclusively for such purposes.

TENTH: The address of the registered office of the Corporation in Colorado is 1790 30th Street, Suite 280, Boulder, Colorado 80301, and the name of its registered agent at such address is Alexander Halpern.

ELEVENTH: The principal office of the Corporation is 1345 Spruce Street, Boulder, Colorado 80302.