

**First Amended
ARTICLES OF INCORPORATION
OF
SUSILA DHARMA INTERNATIONAL ASSOCIATION, INC.**

ARTICLE I: NAME

The name of the corporation is Susila Dharma International Association, Inc.

ARTICLE II: PURPOSE

The corporation is a non-profit, non-stock corporation.

- a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of health, education and community development and other charitable purposes, by the distribution of funds and provision of services for such purpose.
- b) The general purpose for which this corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. More specifically, the purpose of the corporation is to support and foster the charitable and humanitarian projects and activities of its members.
- c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE III: DURATION

The period of duration is perpetual.

ARTICLE IV: MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the bylaws.

ARTICLE V: REGISTERED AGENT AND OFFICE

The post office address of the corporation's initial registered office is 1577 Spring Hill Road, #405, Vienna, Virginia 22182 USA.

The initial registered agent at the above address is Lawrence E. Fischer who is a resident of the Commonwealth of Virginia and is a member of the Virginia State Bar and whose business address is the same as the address for the initial registered office of the Corporation.

ARTICLE VI: BOARD OF DIRECTORS

There shall be initially, eight (8) members of the board of directors, and their names and address are as follows:

Kumari Beck
8802 Hudson Bay Street
Fort Langley B.C. Canada

Lamaan Goonetilleke
2/1 Greenland Avenue
Anderson Rd, Dehiwela, Colombo
Sri Lanka

Rosanna Hille
3126 West 13th Avenue
Vancouver, British Columbia
V6K 2V3, Canada

Muchtar Martins
R. Reinaldo Ferreira 48-1st D
1700 Lisbon, Portugal

Monica Ramirez
Carrara 12, No 6-12
Bogota, Colombia

Luther Schutz
Mount Vernon, WA 98273 USA

Reinbrand Visman
Aalbes 30, 3069
NK Rotterdam, Netherlands

Raynard von Hahn
2598 West 36 Avenue, Vancouver
British Columbia, V6N 2P5
Canada

The term and elections of Directors shall be determined by a majority of the voting members of the Association.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS

Each person now or hereafter a director with or without voting rights or officer of the corporation as well as his heirs, executors, and administrators, shall be indemnified by the corporation against all claims, liabilities, judgments, costs and expenses, including attorneys fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim to which he is or may be made a party by reason of his being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for willful misconduct on a knowing violation of criminal law in the performance of his duties as such director or officer. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director or officer, by the Board of Directors, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of willful misconduct or a knowing violation of criminal law in the performance of his duty and in the event of settlement, that such settlement was or is in the best interests of the - corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under the by-laws, agreement or otherwise. Any powers vested in the Board of Directors by this section shall be restricted to those directors who are entitled to voting rights.

The corporation can, if approved by the Board of Directors, advance the indemnifiable payments to the officer or Director rather than waiting until the proceedings have been completed.

ARTICLE VIII: DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual.

ARTICLE IX: QUALIFICATION FOR FEDERAL-INCOME TAX EXEMPTION

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501 (c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the voting members shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501 (c)(3), or as such Section may be amended.

ARTICLE X: QUALIFICATION FOR FEDERAL INCOME TAX EXEMPTION

(a) *Distribution of Income.* The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(b) *Self-dealing.* The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(c) *Excess Business Holdings.* The corporation shall not retain any *excess* business holdings as defined in Section 4943(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(d) *Investments Jeopardizing charitable Purpose.* The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

ARTICLE XI: DISTRIBUTIONS ON DISSOLUTION

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII: AMENDMENT

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors, or proposed by a voting member and presented to a members' meeting for their vote. Amendments may be adopted two thirds of the votes cast by members of the corporation present in person or by proxy at a duly constituted meeting of the corporation. Amendments passed are subject to approval by the World Subud Association.