

10/20/12450

State of New York  
Monroe County, ss.

Recorded on the 17th day  
of September 1971 at

3:09 o'clock P. M. In the  
presence of 63 of Simon Plutnick  
and examined.

De Ann Jones

ROE COUNTY CLERK

CERTIFICATE OF INCORPORATION  
OF  
THE ZEN CENTER

Dated: \_\_\_\_\_ 1971

RAPPAPORT & MORRIS  
Attorneys & Counselors  
600 Terminal Building  
Rochester, N. Y. 14614

SEP 17 PM 5 09  
CLERK'S OFFICE

RECORDED  
SEP 17 PM 3:09  
CLERK'S OFFICE

CERTIFICATE OF INCORPORATION  
OF  
THE ZEN CENTER

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CERTIFICATE OF INCORPORATION OF THE ZEN CENTER, pursuant to  
Article 10 of the Religious Corporations Law.

48. 5/11  
We, the undersigned, all being persons of full age, of whom at least two-thirds are citizens of the United States, and at least one a resident of the State of New York, for the purpose of incorporating THE ZEN CENTER, pursuant to Article 10 of the Religious Corporations Law, do hereby certify as follows:

1. A meeting of The Zen Meditation Center of Rochester, an incorporated Zen Buddhist Center, was duly called and held in conformity with the aforesaid Article 10 of the Religious Corporations Law at #7 Arnold Park, Rochester, New York, on the 19th day of May, 1971, at which meeting a majority of the duly qualified voters of said Center, being at least six in number were present.

2. At said meeting Mr. Philip Kapleau, one of the subscribers hereto, was presiding officer, and Mr. Alan<sup>H.</sup> Temple<sup>Jr.</sup> and Toni Packer, the other subscribers hereto, were present and voted thereafter.

3. At the said meeting it was decided that the said Center should become incorporated under the Religious Corporations Law of the State of New York, in order that after said incorporation, the existing Zen Meditation Center, incorporated under the Educational Laws of the State of New York, might be dissolved or consolidated with this corporation and its assets transferred to this corporation formed under the Religious Corporations Law of the State of New York.

4. The name of the proposed corporation is to be THE ZEN CENTER.

5. The number of trustees thereof shall be three (3).

6. The names of the persons elected as trustees and the terms of office for which they were respectively elected are as follows:

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Mrs. Toni Packer to hold office until the first annual election of trustees thereafter; Mr. Alan Temple, to hold office until the second annual election of trustees; Mr. Philip Kapleau to hold office until the third annual election of trustees.

7. The principal place of meeting of said Center is 7 Arnold Park, Rochester, Monroe County, New York, 14607.

IN WITNESS WHEREOF, we have executed and acknowledged this certificate this 30<sup>th</sup> day of August, 1971.

Philip Kapleau  
Arnold Pk., Rochester  
14607

Toni Packer  
629 Decyfield Dr., No. Tonawanda, N.Y.  
14120

Alan H. Temple, Jr.  
10 Harrison Ave., Pittsford, N.Y.  
14534

STATE OF NEW YORK  
COUNTY OF MONROE  
CITY OF ROCHESTER

SS:

On this 30<sup>th</sup> day of August, 1971, before me, the subscriber, personally appeared PHILIP KAPLEAU, ALAN TEMPLE and TONI PACKER, to me known and known to me to be the same persons described in and who executed the within Instrument, and they duly and severally acknowledged to me that they executed the same.

Lester H. Rappaport  
Notary

Lester H. Rappaport  
NOTARY PUBLIC, State of N. Y., Monroe Co.  
My Commission expires March 20, 1973

At a Special Term Part I of the  
Supreme Court of the State of  
New York held in and for the  
County of Monroe at the Hall of  
Justice in the City of Rochester  
on the 11 day of May, 1974

Quitted :

PRESENT: HON. - Jacob Ark  
Justice, Supreme Court

SUPREME COURT CITY OF ROCHESTER  
COUNTY OF MONROE STATE OF NEW YORK

In the matter of the incorporation

of : ORDER

THE ZEN CENTER

Upon reading and filing the affidavit of Lester H. Rappaport, duly verified on the 14th day of May, 1974, and upon reading a certified copy of the Certificate of Incorporation of THE ZEN CENTER, a religious corporation, which was duly recorded in the Monroe County Clerk's Office on the 17th day of September, 1971, requesting Supreme Court consent and approval "Nunc Pro Tunc" for said Certificate of Incorporation, and it appearing to the satisfaction of the Court that the said ZEN CENTER is, in all respects, an authentic Zen Buddhist Religious Corporation, and that its incorporation is entitled to the consent and approval of this Court, and it further appearing from the letter of the Attorney General's Office dated May 24, 1974, which is attached hereto, that the Attorney General does not oppose this application.

NOW, on motion of Lester H. Rappaport, attorney, it is ORDERED, that the prayer of the applicant be granted and it is further,

ORDERED, that the said Certificate of Incorporation of THE ZEN CENTER dated the 30th day of August, 1971 and duly recorded in the office of the Clerk of the County of Monroe on the 17th day of September, 1971, is consented to and has the approval of this Court,

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*This order filed this date 6/11/74*

with the same force and effect as if said consent and approval were granted at the time said Certificate was filed.

DATED:

1974

*June 11, 1974*

Enter,

*JSC*

JSC

FILED  
1974 JUN 11 PM 4  
MUNICIPAL CLERKS OFFICE

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION  
OF  
ROCHESTER ZEN CENTER

Under Section 803 of the Not-for-Profit Corporation Law

In accordance with sections 2-b(1)(d) and 3 of the New York Religious Corporations Law, both this Certificate of Amendment and the Certificate of Incorporation hereby amended are filed and recorded in the Monroe County, New York, Clerk's Office, rather than with the New York Department of State, Monroe County being the county in which the Rochester Zen Center has its principal office and place of worship.

The following information is set forth in accordance with section 803 of the New York Not-for-Profit Corporation Law:

(1) The name of the corporation, which is hereby changed, is Rochester Zen Center. The name under which the corporation was formed was The Zen Center.

(2) The corporation's original Certificate of Incorporation was recorded by the Monroe County Clerk's Office on September 17, 1971, at Liber 63, pages 76-77.

(3) The corporation is incorporated under Article 10 of the Religious Corporations Law.

(4) The corporation is a "Religious Corporations Law corporation" within the meaning of section 2 of the Religious Corporations Law. Pursuant to section 2-b(1)(b) of that Law, the corporation is a "corporation" as defined in section 102(a)(5) of the Not-for-Profit Corporation Law. Pursuant to section 2-b(2) of the Religious Corporations Law, the corporation is a Type B corporation for purposes of the Not-for-Profit Corporation Law and remains such under this Restated Certificate of Incorporation.

(5) The corporation's postal address is 7 Arnold Park, Rochester, New York 14607.

(6) The Certificate of Incorporation, as amended, is hereby further amended to effect the following changes:

(a) The name of the corporation is changed from The Zen Center to Rochester Zen Center. Accordingly, the Certificate of Incorporation is amended by substituting the name "Rochester Zen Center" for the name "The Zen Center" each time the latter appears in the Certificate. This change restates and confirms the Certificate of Corporate Action recorded by the Monroe County Clerk's Office on February 15, 1990.

FILED

(b) A numbered paragraph 8, which specifies the purpose of the corporation and reads as follows, is added to the Certificate of Incorporation: "8. The purpose of this corporation is to operate as a Zen Buddhist religious organization; this purpose may be set forth in greater detail in the corporation's by-laws."

(c) Numbered paragraph 5 of the Certificate of Incorporation is amended to increase the number of trustees from three to six. That paragraph is accordingly amended to read as follows: "5. The number of trustees thereof shall be six (6)." This amendment restates and confirms the Certificate of Amendment recorded by the Monroe County Clerk's Office on July 27, 1981, at Liber 64, pages 390-391.

(d) The paragraph, relating to dissolution of the corporation, added to the Certificate of Incorporation by the Certificate of Amendment recorded by the Monroe County Clerk's Office on July 17, 1979, at Liber 64, page 212, is eliminated. A numbered paragraph 9, which pertains to the dissolution of the corporation and reads as follows, is added to the Certificate in place of the paragraph eliminated: "9. In the event of this corporation's dissolution, the trustees shall cause the remaining assets and property of the corporation to be distributed as they shall determine in accordance with applicable law, provided that such distribution shall be made to one or more organizations whose purposes are similar to those of this corporation and which qualify under section 501(c)(3) of the United States Internal Revenue Code."

(6) The amendments to the Certificate of Incorporation effected by this Certificate of Amendment were authorized in accordance with sections 613(c) and 802(a)(1) of the Not-for-Profit Corporation Law and section 197 of the Religious Corporations Law by majority vote of the qualified voters present at the annual corporate meeting held on May 25, 1991.

(7) No designation of the Secretary of State as agent for service of process is made, since, viewing the statutory scheme of the Not-for-Profit Corporation Law and the Religious Corporations Law as a whole, religious corporations are implicitly excluded from that requirement of section 803(a) of the former Law.

(8) The original Certificate of Incorporation was approved nunc pro tunc by order--dated and filed with the Monroe County Clerk's Office June 11, 1974--of the Supreme Court of the State of New York held in and for the County of Monroe. No approval or consent is required for this Restated Certificate of Incorporation, since section 2-b(1)(c) of the Religious Corporations Law provides that sections 404 (Approvals and

consents) and 804 (Approvals and effect) of the Not-for-Profit Corporation Law shall not apply to religious corporations.

IN WITNESS WHEREOF, we have, in accordance with section 104 of the Not-for-Profit Corporation Law, signed and acknowledged this Certificate of Amendment this 29<sup>th</sup> day of MAY, 1991.

Chris Pulleyn  
Chris Pulleyn  
Chairman of the Board  
of Trustees

Peter Kjolhede  
Peter Kjolhede  
President

Scott Jennings  
Scott Jennings  
Secretary

STATE OF NEW YORK    )  
                                  ) ss.  
COUNTY OF MONROE    )

On this 29<sup>th</sup> day of MAY, 1991, before me, the subscriber, personally appeared Chris Pulleyn, Peter Kjolhede, and Scott Jennings, to me known and known to me to be the same persons described in and who executed the within Instrument, and they duly and severally acknowledged to me that they executed the same.

Francis A. Christa  
Notary Public

My Commission expires:

Francis A. Christa  
Notary Public State of New York  
Monroe County  
My Commission Expires 5/31/92