

**RELIGIOUS CORPORATION  
ARTICLES OF INCORPORATION**

**OF**

**STILL WATER MINDFULNESS PRACTICE CENTER**

**FIRST:** The undersigned incorporators, whose addresses are below, being at least eighteen years of age, have been elected by the members of the congregation to act as Trustees in the name and on behalf of said congregation and do hereby associate ourselves as incorporators with the intention of forming a religious corporation under the general laws of the State of Maryland.

**SECOND:** The name of the corporation is Still Water Mindfulness Practice Center.

**THIRD:** The Corporation shall be operated exclusively for educational, scientific and charitable purposes, including lessening the burdens of government, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (“the Code”). The purposes for which the Corporation is to be formed are:

(A) To establish and maintain a nurturing and supportive spiritual community offering opportunities for practice, study and spiritual friendship to persons wishing to practice the path of mindfulness meditation taught by the Buddha and other teachers;

(B) To follow the spiritual and practice traditions of Thich Nhat Hanh and the Unified Buddhist Church, particularly as reflected in the Five Mindfulness Trainings and the Fourteen Mindfulness Trainings of the Order of Interbeing;

(C) Through our individual and collective actions, to be catalysts for understanding and compassionate action in our communities and the larger society;

(D) To have all the powers that may be conferred upon religious corporations formed under the laws of Maryland.

**FOURTH:** The street address of the principal place of worship is 8505 Fenton Avenue, Silver Spring, Maryland, 20910.

**FIFTH:** The name and address of the resident agent of the Corporation in Maryland are Mitchell S. Ratner, [Address], Takoma Park, MD 20912.

**SIXTH:** The Corporation shall not have members. The Corporation shall have a congregation composed of persons who support the mission and purpose of the Corporation and who have attended a Corporation weekly meditation session. Persons in the congregation (“congregants”) shall not be “members” under Section 5-302 and Sections 5-306 through 5-309 (and their

successors) of the Corporations and Associations Article of the Code of Maryland. Congregants shall only have such rights and responsibilities as are prescribed by the Corporation's Bylaws.

**SEVENTH:** Trustees shall be elected as follows:

(A) Time and manner for the election of new Trustees: Each year, the Trustees shall be elected at the annual meeting of the Board of Trustees to serve terms specified in the Bylaws. Each Trustee shall be elected by a majority vote of the Board of Trustees.

(B) Qualifications of those able to be elected as a Trustee: Any adult member of the congregation, which consists of those persons who attend meditation sessions of the Corporation, is eligible to be elected as a Trustee.]

(C) Qualifications of those able to vote for Trustees: Trustees in good standing as members of the Board of Trustees are qualified to vote for Trustees.

**EIGHTH:** The Corporation has no authority to issue capital stock.

**NINTH:** The number of Trustees of the Corporation is five, which number may be increased or decreased pursuant to the Bylaws of the Corporation. The names of the Trustees who shall act until the first meeting or until their successors are duly chosen and qualified are:

Annie Mahon, Washington, DC 20015

Lynda Martin-McCormick, Washington, DC 20016

Mitchell S. Ratner, Takoma Park, Maryland, 20912

Scott Schang, Washington, DC 20009

Sandra Schmidt, Silver Spring, MD 20901

**TENTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Trustees, 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 Section 501(c)(3) of the Code purposes. 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.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 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 Code (or corresponding section of any future federal tax code.)

**ELEVENTH:** Upon the dissolution of this Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3) (or corresponding section of any future federal tax code) or shall be distributed to an organization exempt from federal taxation under Code Section 501(c)(3) (or corresponding section of any future federal tax code).

**TWELVTH:** Pursuant to Section 5-418 of the Courts and Judicial Proceedings Article of the Maryland Code, the corporation elects to limit director and officer liability so that directors and officers shall have no personal liability to the Corporation for their actions as directors or officers unless (1) it is proved that the person actually received an improper benefit or profit in money, property, or services, in which case the person shall be liable for the amount of the benefit or profit actually received, or (2) there has been a judgment or other final adjudication adverse to the person entered in a proceeding based on a finding in the proceeding that the person's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, we the Trustees have signed these Articles of Incorporation and severally acknowledge the same to be our act.

\_\_\_\_\_  
Annie Mahon

\_\_\_\_\_  
Date

\_\_\_\_\_  
Lynda Martin-McCormick

\_\_\_\_\_  
Date

\_\_\_\_\_  
Mitchell S. Ratner

\_\_\_\_\_  
Date

\_\_\_\_\_  
Scott Schang

\_\_\_\_\_  
Date

\_\_\_\_\_  
Sandra Schmidt

\_\_\_\_\_  
Date

I hereby consent to my designation in this document as resident agent for this corporation

\_\_\_\_\_  
Mitchell S. Ratner

\_\_\_\_\_  
Date