

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
INCORPORATION

S. 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 I, the undersigned, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation of

Divine Light Mission, Inc.
(A COLORADO NONPROFIT CORPORATION)

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

Dated this twenty-eighth day of September, A. D. 1971

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



ARTICLES OF INCORPORATION

OF

DIVINE LIGHT MISSION, INC.

We, the undersigned natural, adult persons, acting as incorporators of a corporation (hereinafter usually referred to as "the Corporation") pursuant to the provisions of the Colorado Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for said Corporation:

ARTICLE I

Name

The name of the Corporation shall be Divine Light Mission, Inc.

ARTICLE II

Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE III

Objectives and Purposes

To provide and operate an institution dedicated to the uplifting of humanity from the sufferings of ignorance by giving the Knowledge of God as revealed by the Perfect Master, Balyageshwar Param Hans Sat Gurudev Thra Sant Ji Maharaj (known as Guru Maharaj), the purpose or purposes of said organization being exclusively spiritual, religious, charitable, educational, and scientific.

Additional purposes of this Corporation are:

(1) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Chapter 31, Article 24, C.R.S., 1963, as amended, and to have and to exercise all powers conferred by the laws of the State of Colorado on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

For the aforesaid, or for any other purpose or purposes, this Corporation shall have full power and authority, the same as a natural person who is an actual resident in the State of Colorado, or elsewhere, foreign and domestic corporations, and as such as in behalf of all such corporations, to do each and everything which is now or may be permitted or required by law.

ARTICLE IV

Power:

In furtherance and not in limitation of the powers conferred by law upon corporations generally, the Corporation shall have the power:

1. To receive, by gift, grant, devise, or bequest, or to acquire by purchase or otherwise, properties, real, personal and mixed, of whatsoever character and wheresoever situated; and to administer the same for religious purposes;

2. To borrow money; to purchase, construct, lease, or otherwise acquire; to own, hold, use, maintain, operate, or otherwise enjoy, manage, or control; and to sell, exchange, lease, mortgage, pledge, or otherwise dispose of property of any kind or character, real, personal or mixed, tangible or intangible, necessary, useful, or convenient to the Corporation; and to acquire, hold, mortgage, pledge, or dispose of shares, bonds, or any other securities of the United States of America or any state or municipality therein or any domestic or foreign corporation or any other issuer.

3. To contract for, perform, and provide for the performance of services of any nature which a corporation may lawfully perform.

4. To indemnify officers, directors, or employees against harm or loss resulting from or arising out of their actions in their capacities as such.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of the Corporation's general purpose and all other things incidental thereto or connected therewith not then forbidden by any applicable law or these Articles of Incorporation. All of the property of the corporation shall be devoted to the purposes hereinbefore specified.

The corporation does not afford pecuniary gain to its members incidentally or otherwise, but members may be paid for services actually rendered to the corporation.

The corporation has no power to carry on propaganda, attempt to influence legislation, or take part in a political

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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE V

Construction.

In construing the purposes and powers of the Corporation as set forth in these Articles of Incorporation:

1. The foregoing statements of purposes and powers set forth in Articles III and IV shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

2. In no instance shall the enumeration of one purpose or power be construed as implying the exclusion or limitation of any other purpose or power.

3. All the purposes and powers authorized hereby shall be construed to apply to localities within or without the United States and generally shall authorize the conduct of all or any part of the Corporation's business without Colorado, subject to such limitations as may be imposed from time to time by the laws of any jurisdiction in which such business is transacted.

ARTICLE VI

Place of Mission

The principle office and the principle center of the Corporation initially shall be located in Denver, Colorado. The Board of Directors may, however, from time to time, establish such other missions, branches, subsidiaries, or divisions in such other place or places within or without the State of Colorado as it deems advisable. The address of the Corporation's initial registered office in Colorado for the purposes of the Colorado Nonprofit Corporation Act shall

be: 1560 Kase Street, Denver, Colorado, 80202.

The name of the Corporation's initial registered agent at the address of the aforesaid registered office for the purposes of said Act shall be: Robert M. Ahler.

ARTICLE VII

No Pecuniary Gain

The Corporation is not organized for pecuniary profit, but rather spiritual, religious, charitable, and educational purposes. It shall have no power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for spiritual, religious, charitable, scientific, and educational purposes, or retained for use by the Corporation itself for its own spiritual, religious, charitable, and educational purposes and objectives.

ARTICLE VIII

Distribution of Assets upon Dissolution

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business, property, and assets of the Corporation shall go and be distributed to such nonprofit spiritual, religious, charitable, or educational corporation or corporations as may be selected by the board of directors of this Corporation; and in no event shall any of the assets or property of this Corporation, or the proceeds of any of said assets or property, in the event of the dissolution thereof, be distributed to members, officers, or directors, either for the reimbursement of any sum subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent that in the event of the dissolution of this Corporation, or upon its ceasing to carry out the objectives and purposes herein set forth, the property and assets then owned by the Corporation shall be devoted to the carrying on of the function and purposes of such spiritual, religious, or charitable institution as the board of directors shall determine and direct.

Any plan of dissolution promulgated by the Corporation shall in every respect comply with all the terms and provisions of the Colorado Nonprofit Corporation Act, Ch. 31, Art. 24, Colorado Revised Statutes, 1963.

The affairs of the Corporation shall be governed by a board of directors consisting of five persons, who shall be elected in accordance with the bylaws of the Corporation. The organization and conduct of the board shall be in accordance with the following:

1. The names and addresses of the members of the initial board of directors, who shall hold office until the first annual meeting of the members of the Corporation or until their successors have been elected and qualified, are: Hebert Nishler, Marsha Willis, John Hand, Everett McGuire, Cynthia Wait. The address of all of the directors is 1560 Race Street, Denver, Colorado 80206.

2. Directors of the Corporation need not be residents of Colorado.

3. Meetings of the board of directors, regular or special, may be held within or without Colorado upon such notice as may be prescribed by the bylaws of the Corporation. Attendance of a director at a meeting shall constitute a waiver by him of notice of such meeting unless he attends only for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4. A majority of the number of directors at any time constituting the board of directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

5. By resolution adopted by a majority of the number of directors at any time constituting the board of directors, the board of directors may designate two or more directors to constitute an executive committee which shall have and may exercise, to the extent permitted by law or in such resolution, all of the authority of the board of directors in the management of the Corporation; but, the designation of any such committee and the delegation of authority thereto shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed on it or him by law.

6. Unless otherwise provided in the certificate or articles of incorporation or an agreement thereto, the number of directors of the corporation may, from time to time, be increased or decreased solely by a majority of directors present at a meeting in which a quorum is present and without the approval of the members of the Corporation; provided, however, the number of directors may not be reduced to less

7. Any vacancy in the board of directors, however caused or created, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is duly elected and qualified.

ARTICLE X

Officers

The officers of the Corporation shall consist of a president, one or more vice-presidents as may be prescribed by the bylaws of the corporation, a secretary, and a treasurer, each of whom shall be elected by the board of directors at such time and in such manner as may be prescribed by the bylaws of the Corporation. Any two or more offices may be held by the same person except the offices of president and secretary.

ARTICLE XI

Bylaws

The initial bylaws of the Corporation shall be adopted by its members and thereafter the power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the board of directors, except as may otherwise be specifically provided in the initial bylaws.

ARTICLE XII

Meetings of Members

Meetings of the members of the Corporation shall be held at such place within or without Colorado and at such times as may be prescribed in the bylaws of the Corporation. Special meetings of the members of the Corporation may be called by the president of the Corporation, the board of directors, or by a petition subscribed to by at least twenty percent of the members entitled to vote at the meeting. At any meeting of the members, except to the extent provided by law, a quorum shall consist of not less than one-half (1/2) of the members entitled to vote at the meeting; and, if a quorum is present, the affirmative vote of the majority of members represented at the meeting and entitled to vote thereat shall be the act of the members unless the vote of a greater number is required by law.

ARTICLE I

Transactions with Directors and Other Interested Parties

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the Corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the Corporation, individually, or any firm with which such director is affiliated may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors of the Corporation, or a majority thereof, at or before the entering into such contract or transaction; and any director of the Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of the Corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE II

Incorporators

The names and addresses of each of the incorporators of the Corporation are set out in full in Article IX, "Directors".

Robert Moshler

Marsha Hand

Everett McGuire

Centella Warr

Thomas J. Pullman

STATE OF COLORADO,
City and County of Denver }



This foregoing instrument was acknowledged before me this September 19 1971, by ROBERT MOSHLER, MARSHA HAND, EVERETT MCGUIRE, CENTELLA WARR.

Thomas J. Pullman
Notary Public

