

343615-92

Articles of Incorporation

FILED

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**OREGON
SECRETARY OF STATE**

Article 1 – Name and Classification

The name of the corporation shall be – **The Order of Tea and Cookie.**

The corporation is a public benefit corporation organized pursuant to and to be operated in compliance with Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the U.S. Internal Revenue Code and the regulations promulgated pursuant thereto.

Article 2 – Office, Registered Agent and Incorporator

The initial registered office and the name of the initial registered agent are as follows:

Bill Prentice
2434 Sunset Avenue
West Linn, Oregon 97068

The name and address of the incorporator are as follows:

Bill Prentice
2434 Sunset Avenue
West Linn, Oregon 97068

The principle office of the corporation, as defined in ORS 65.001, to which notices may be mailed shall be that designated in the most recent annual report filed pursuant to ORS 65.787, or if no annual report is on file it shall be as follows:

Bill Prentice
2434 Sunset Avenue
West Linn, Oregon 97068

Article 3 – Restrictions

The corporation shall not have members as that term is defined in ORS Chapter 65 but may have members for other purposes, which shall not have any of the rights or duties described in ORS Chapter 65.

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to, its members, board members, officers, delegates or other private persons; provided, however, that the corporation shall be authorized and empowered to provide reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes of this corporation.

No substantial part of the activities of the corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, except to the limited extent permissible under law or regulation. The corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

In addition, the corporation shall not carry on or engage in any activity not permitted for a corporation organized and operated pursuant to Chapter 65 of the Oregon Revised Statutes or Section 501(c)(3) of the U.S. Internal Revenue Code or the regulations promulgated pursuant thereto.

Upon dissolution of the corporation, any assets remaining after payment or provision for payment or compromise of its debts and liabilities shall not inure to the benefit of its members, board members, officers, delegates or other private persons but shall be distributed to an entity or entities designated by the board of directors that are qualified to accept and use such assets pursuant to Section 501(c)(3) of the U.S. Internal Revenue Code. If, upon such dissolution, the board of directors does not make this designation, then the president of the corporation may make the designation so long as a majority of the active board members does not object within thirty days of their written notice, which notice must include a detailed description of the proposed designation.

Article 4 – Initial Directors

The names and addresses of the initial directors, each of whom has consented to their appointment, are as follows:

Bill Prentice
Caren Prentice
2434 Sunset Avenue
West Linn, Oregon 97068

Richard Butler
Mary Butler
380 Barker Avenue
Oregon City, Oregon 97045

Article 5 – Powers, Purposes and Management

The corporation shall have all of the powers conferred upon it by applicable law and regulation. The purposes for which the corporation is organized are as follows:

1. Promote the exchange of ideas and broaden understanding in the context of religious and spiritual studies.
2. Promote understanding of points of view rather than a particular point of view.
3. Encourage study of spiritual concepts.

4. Any other purpose approved by the board of directors that is in compliance with Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the U.S. Internal Revenue Code and the regulations promulgated pursuant thereto.

The board of directors shall manage and regulate the affairs of the corporation based upon the following principles:

1. All financial information of the corporation shall be freely available to every board member.
2. Budget and expenditure information shall be made freely available to donors and participants in the activities of the corporation, except to the extent necessary or required to protect the confidentiality of information as required by law, regulation or the bylaws of the corporation; and if required to protect the confidentiality of donors or individuals or entities providing support to the corporation.
3. Checks or expenditure of the corporation's funds by any other means shall require the signature or explicit approval of at least two directors, neither of which may be the spouse of the other, have made a civil commitment to one another or share a household.
4. Any disposition of any of the assets of the corporation, or portion thereof, shall require the approval of at least the majority of the active members of the board of directors.
5. The board of directors may appoint such committees or advisors as it deems prudent and necessary. Upon their appointment, the duties and authority of such committees or advisors shall be described with specificity by the board of directors and shall be adjusted from time to time as required to effect the instructions of the board of directors or purposes of the corporation. All committees, committee members and advisors shall serve at the pleasure of the board of directors.

Article 6 – Liability of Directors and Officers

The directors or officers of the corporation shall have no personal liability to the corporation or its members for, and the corporation shall indemnify and defend them against, monetary or other damages for their conduct as a director or officer to the fullest extent permitted by current or future law so long as their acts or omissions did not breach their duty of loyalty to the corporation, were in good faith and did not involve serious intentional misconduct or a knowing violation of the law.

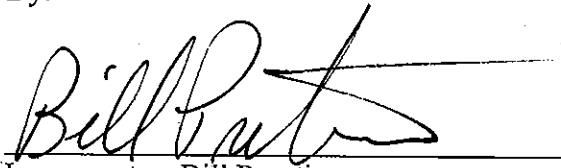
The corporation shall indemnify and defend, to the fullest extent permitted by current or future law, any director or officer made a party to a proceeding because that person is or was a director or officer of the corporation against any liability incurred in that proceeding, subject to the limitations in the paragraph above.

In addition, in order to avoid such liability the directors or officers shall not engage in or facilitate any unlawful distributions or derive an improper personal benefit from a transaction involving the corporation or commit an act or omission in violation of ORS 65.361 to 65.367.

Article 7 – Compliance With Law and Regulation

Should any of the laws or regulations referenced herein be superseded or amended the corporation shall comply as reasonably necessary to effect compliance therewith and in keeping with these articles of incorporation.

By:



Incorporator, Bill Prentice

Date: February 28, 2006