

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM301515

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vajradhatu		04/04/2013	Non profit corporation: COLORADO
RECEIVING PARTY DATA			
Name:	Shambhala USA		
Street Address:	1345 Spruce Street		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80302		
Entity Type:	Non profit corporation: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2906535	SHAMBHALA ART	
CORRESPONDENCE DATA			
Fax Number:	3034496181		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	303.449.6180		
Email:	ahalpern@halpernllc.com		
Correspondent Name:	Alexander Halpern		
Address Line 1:	1790 30th Street, Ste. 280		
Address Line 4:	Boulder, COLORADO 80301		
NAME OF SUBMITTER:	Alexander Halpern		
SIGNATURE:	/Alexander Halpern/		
DATE SIGNED:	04/15/2014		
Total Attachments: 5			
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statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Halpern Alexander _____
(Last) (First) (Middle) (Suffix)
Suite 280
(Street name and number or Post Office Box number)
1790 30th Street
Boulder CO 80301
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SHAMBHALA USA
formerly
SHAMBHALA INTERNATIONAL (VAJRADHATU)
A Colorado Nonprofit Corporation**

INTRODUCTION

The corporation was originally incorporated on February 22, 1973, under the name “Vajradhatu”. The corporation’s Amended and Restated Articles of Incorporation were filed with the Colorado Secretary of State on March 2, 2001. Among other things, the Amended and Restated Articles of Incorporation changed the corporate name to “Shambhala International (Vajradhatu)”. These Second Amended and Restated Articles of Incorporation supersede entirely the provisions of the original Articles of Incorporation and all amendments thereto, specifically including the Amended and Restated Articles of Incorporation.

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

FIRST: The name of the Corporation is SHAMBHALA USA.

SECOND: The period of duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized are as follows:

1. To conduct the activities of the Corporation exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

2. To establish, maintain, and administer a church and an association of churches for religious practice and worship in accordance with the teachings and practices of the Shambhala and Buddhist traditions under the leadership of the Sakyong Lineage of Shambhala;

3. To serve as the central, governing body of Shambhala in the United States and as such to establish, maintain, and administer an association (“Mandala”) of Shambhala churches, communities, meditation centers, cultural centers, retreat centers, and related organizations throughout the United States.

4. To participate as an integrated member of the International Shambhala Mandala and a part of its association of churches and organizations throughout the world, and in that role to present, propagate, and support the teachings of the Sakyong lineage of Shambhala;

5. In the furtherance of its purposes, the Corporation may establish, maintain, and administer offices and divisions throughout the United States and the world; establish convenient, subordinate boards, committees, and councils; encourage and develop new cultural, religious, and educational programs; encourage and develop communities of persons inspired by the teachings and practices of Shambhala and Buddhism; and otherwise exercise all lawful powers granted to nonprofit corporations.

FOURTH: The Corporation shall not have members.

FIFTH: The supervision and control of the Corporation shall be vested in its Board of Directors. There shall be two classes of directors of the Corporation. The first class of directors shall include one (1) director. The second (common) class of directors shall consist of at least three (3) directors.

SIXTH: The Corporation accepts and shall be governed by the provisions of the Colorado Revised Nonprofit Corporation Act.

SEVENTH: No director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for breach of the director's duty of loyalty to the Corporation; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; statutory liability for loans made by a corporation to its directors or officers; or any transaction from which the director derived an improper personal benefit. This provision shall not eliminate or limit the liability of a director to the Corporation for any act or omission occurring before the effective date of these Second Amended and Restated Articles of Incorporation.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 the purposes set forth in Article THIRD. 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 any candidate for public office.

NINTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation to an organization (or organizations) organized and operated exclusively for charitable purposes which at the time

qualifies as an exempt organization (or organizations) under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is located to an organization (or organizations) organized and operated exclusively for such purposes.

TENTH: The address of the registered office of the Corporation in Colorado is 1790 30th Street, Suite 280, Boulder, Colorado 80301, and the name of its registered agent at such address is Alexander Halpern.

ELEVENTH: The principal office of the Corporation is 1345 Spruce Street, Boulder, Colorado 80302.