

ARTICLES OF INCORPORATION OF MAYU MEDITATION COOPERATIVE

Pursuant to section 7-56-201 of the Colorado Cooperative Act and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Incorporation are delivered to the Colorado Secretary of State for filing.

1. Name. The entity name of the Cooperative is Mayu Meditation Cooperative.
2. Authorized Stock. No person may own or hold more than one class of voting membership stock:
 - A. The authorized capital stock of this Cooperative shall consist of 20,015,100 shares, of which:
 - 5,000 shares of no par value Full Membership (FM) common voting stock;
 - 100 shares of no par value Professional Membership (PM) common voting stock;
 - 10,000 shares of no par value Supporting Membership (SM) common stock with no voting rights;
 - 10,000,000 shares of no par value Class A common stock with no voting rights; and
 - 10,000,000 shares of no par value Preferred stock with no voting rights.
 - B. Except as specifically provided otherwise by the Colorado Business Corporation Act, the holders of Supporting Membership stock, Class A common stock and the holders of Preferred stock shall not be entitled to vote and shall not be entitled to notice of membership meetings. All rights to vote and all voting powers shall be vested solely in holders of Full Membership and Professional Membership stock, with each holder of such stock being entitled at every meeting of the members to one vote for every share of such stock standing in the holder's name on the books of the Corporation unless other stock is required to have a vote on a particular question under the Colorado Business Corporation Act. Cumulative voting with respect to the election of directors or otherwise is expressly prohibited.
 - C.
 - (1) Shares of FM stock and PM stock shall be issued only to persons who meet the qualifications for membership provided in the Bylaws of the Cooperative. One, and only one, share of voting stock (whether FM or PM) shall be issued to each full voting member of the Cooperative as provided in the Bylaws of the Cooperative. Shares of FM Stock shall have preference in distributions in liquidation over shares of PM and SM stock, but subject to the rights of holders of Preferred stock. Shares of PM stock shall have preference in distributions in liquidation over shares of SM stock, but subject to the rights of holders of FM and Preferred stock.
 - (2) Shares of SM nonvoting common stock shall be issued to persons who have qualified as patrons of the Cooperative pursuant to qualifications and terms as provided in the Bylaws of the Cooperative.
 - (3) Shares of Class A nonvoting common stock shall be issued for patronage refunds made by the Cooperative to its members but retained by the Cooperative in the manner provided in the Bylaws. Shares of Class A stock shall be entitled to distributions in liquidation, but subject to the rights of the holders of FM, PM, SM and Preferred stock to prior liquidating distributions.
 - (4) No shares of FM, PM, SM or Class A stock shall be entitled to any dividends. Only Preferred stock shall be entitled to dividends as provided in these Articles.

(5) Shares of the Preferred stock shall be issued to such persons and for such purposes as provided in the Bylaws or as determined by the Board of Directors. Shares of Preferred stock shall be entitled to simple or cumulative dividends in amounts and on terms established by the Board of Directors. Shares of Preferred stock shall have a preference in distributions in liquidation over shares of FM, PM, SM, and Class A common stock to the extent of any declared but unpaid dividends on the shares of Preferred stock. Holders of Preferred stock shall have no voting rights.

D. No member of this Cooperative shall, by reason of holding shares of any class of capital stock of the Cooperative, have any preemptive or preferential right to purchase or subscribe to any shares or any class of capital stock of this Cooperative, now or to be hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase any shares of any class of its capital stock, now or hereafter to be authorized.

E. No issued and outstanding share or shares of any class of capital stock of this Cooperative, nor any certificate representing the same, shall be pledged, mortgaged, hypothecated, sold, assigned or transferred without the prior consent of the Board of Directors of the Cooperative. If the Board of Directors refuses to consent to any transfer or assignment of shares, the Cooperative shall have the right and shall be obligated to purchase such shares from the holder at such price and in accordance with such other terms and conditions as shall be set forth in the bylaws of the Cooperative.

3. Allocations of Net Margins. The Cooperative shall not handle products or services for or with non-members in amounts greater than the amounts handled for or with members. Members and other patrons of the cooperative shall be entitled to share in allocations of net margins to the extent determined by the board of directors in accordance with the bylaws.

4. Board of Directors. The number of and qualifications for directors shall be set forth in the bylaws. The incorporator shall designate the initial board of directors.

5. Limitation of Director Liability. No director of the Cooperative shall have any personal liability to the Cooperative or to its members for monetary damages for any breach of the duty of care as a director, except for: any acts or omissions in bad faith or that involve intentional misconduct or a knowing violation of law; any transaction from which the director derived an improper personal benefit; any unlawful liquidating distributions of assets to members, unlawful loans to directors, or unlawful guarantees of loans to directors; unlawful dividends; unlawful stock or other equity repurchases; or any other unlawful distribution that was voted for or assented to if the director did not act in conformance with the standard of care as set forth in section 7-108-401, Colorado Revised Statutes.

6. Indemnification. The Cooperative shall indemnify its directors, officers, employees and agents to the full extent permitted by law, unless limited in the Cooperative's bylaws.