

ARTICLES OF INCORPORATION  
OF  
SCIENTOLOGY MISSIONS INTERNATIONAL

1082571

FILED  
In the Office of the Secretary of State  
of the State of California

DEC 22 1981

MARCH 20 1982  
By M. X. Montgomery  
Deputy

I

The name of this Corporation is SCIENTOLOGY MISSIONS INTERNATIONAL.

II

This Corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the California Non-Profit Religious Corporation Law exclusively for religious purposes.

To further describe the specific and primary purposes, the specific and primary purposes are to act as a vehicle for the propagation, worship and administration of the religious faith, doctrines and practice of Scientology, to regulate and conduct religious services for its congregation, to engage in activities of a religious and educational nature for the local community, to sell, distribute and publish books, pictures, pamphlets, documents, tracts and periodicals in furtherance of the faith, to foster and enhance the spiritual welfare of its followers, to espouse such evidence of the Supreme Being and human spirit as may be knowable to man and by their use to bring greater tranquility, order and survival to man in the external world, and to propagate and disseminate the Church creed in accordance with the religious faith of Scientology as laid down by the Founder, L. Ron Hubbard and as set forth in the Bylaws.

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This Corporation shall act as the Mother Church for all Missions of Scientology and independent Ministers (Auditors) of Scientology throughout the world.

III

The name and address in the State of California of this Corporation's initial agent for service of process is:

Michael Wells  
Mori and Ota  
624 South Grand Avenue,  
Suite 2600  
Los Angeles, California 90017

IV

A. This Corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954\*, as amended.

B. 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(a) of the Internal Revenue Code of 1954, as amended and described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended or any other corresponding provision of any future United States Income Tax Law.

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C. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

V

A. This Corporation is not organized, nor shall it be operated, for the pecuniary gain or profit of, and it does not contemplate the distribution of gains, profits, or dividends to, the members thereof, and is organized solely for non-profit purposes.

B. The property of this Corporation is irrevocably dedicated to religious, charitable and educational purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Trustee, Officer, or member thereof or to the benefit of any private person.

C. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt under Section 501(a) of the Internal Revenue Code of 1954, as amended, as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, and meeting the requirements of Section 214 of the California Revenue and Taxation Code or to the Federal, State or local government for exclusive public purpose.

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VI

A. The number of Directors of this Corporation shall be three) (3), who shall be known as Trustees.

B. The names and addresses of the persons who are to act in the capacity of Trustees until the selection of their successors are:

WILLIAM J. DUCKHORN	4810 Sunset Boulevard Los Angeles, CA 90027
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EDWARD E. BREWER	4810 Sunset Boulevard Los Angeles, CA 90027
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CECILIA P. MURRAY	4810 Sunset Boulevard Los Angeles, CA 900 27
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C. Every Trustee and voting member of this Corporation acknowledges the spiritual leadership of L. Ron Hubbard and must be a Scientologist in Good Standing in accordance with the religious codes of the Mother Church of the Missions. Any Trustee or voting member who is no longer a Scientologist in Good Standing, is automatically removed from the Board of Trustees or as a voting member of this Corporation.

D. Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board. Such action by written consent shall have

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the same force and effect as the unanimous vote of such Trustees. Any certificate or other document filed under any provisions of the law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Trustees without a meeting and the Articles of Incorporation authorize the Trustees to so act, and such statement shall be prima facie evidence of such authority.

E. The manner in which Trustees shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Trustees, shall be stated in the By-laws.

F. Trustees shall not be personally liable for the Debts, liabilities, or obligations of this Corporation.

VII

A. The authorized number of members, if any, the qualifications of members of this Corporation, the filling of vacancies, the different classes of memberships, if any, the voting, property, and other rights or interests of members, the privileges of members, their liability for dues and assessments and the method of collection thereof, and the termination and transfer of membership, shall be as stated in the Bylaws of this Corporation. Provided, however, that if the voting, property, or other rights or interests, or any of them, be unequal, the Bylaws shall set forth the rule or rules by which the respective voting, property, or other rights or interests of each member or class of members are fixed and determined.


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B. Members of this Corporation are not personally liable for the debts, liabilities, or obligations of the Corporation.

VIII

These Articles may only be amended by unanimous vote of the Board of Trustees, such vote being upon Special Resolution passed in Special Meeting as defined by the Bylaws.

  
WILLIAM J. DUCKHORN

  
EDWARDE. BREWER

  
CECILIA P. MURRAY

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OF SCIENTOLOGY MISSIONS INTERNATIONAL


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ACKNOWLEDGEMENT

The undersigned declare that they are the persons who have executed these Articles of Incorporation and hereby declare that this instrument is the act and deed of the undersigned.



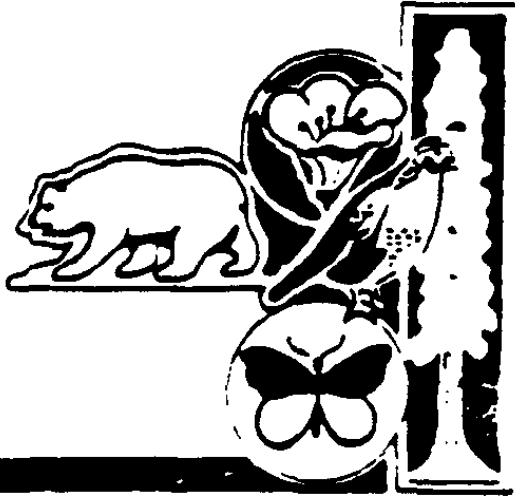
WILLIAM J. DUCKHORN



EDWARD E. BREWER



CECILIA P. MURRAY



# State C California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

*IN WITNESS WHEREOF*, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUL 8-1982



*March Fong Eu*

*Secretary of State*

00673

**ENDORSED**

**FILED**

In the office of the Secretary of State  
of the State of California

JUN 29 1982

KAC: TOSC PJ. Secretary of State

By **JAMES E. HARRIS**  
Deputy

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
SCIENTOLOGY MISSIONS INTERNATIONAL**

Roger C. Barnes and Ed, Brewer do hereby certify:

1. That they are the duly elected and acting Vice President and Secretary of Scientology Missions International, a California Nonprofit Religious Corporation;

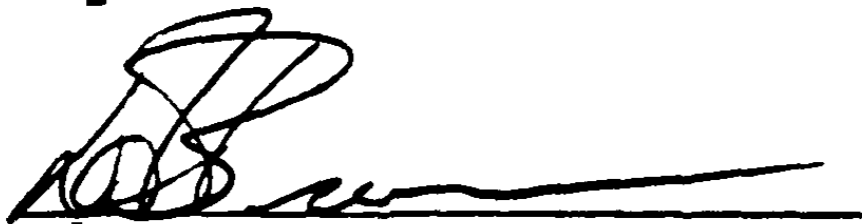
2. That the Articles of Incorporation of this corporation are amended and restated to read as stated in Exhibit A attached hereto and included herein by this reference;

3. That the aforementioned Restated Articles of Incorporation of Scientology Missions International, consisting of 6 pages, constitutes the full, true and correct Restated Articles of Incorporation of said Corporation as adopted by unanimous vote of the Board of Trustees upon Special Resolution in Special Meeting on the nineteenth (19th) day of May, 1982; and

4. That, there being no members entitled to vote, this Restatement is adopted by the Board of Trustees alone.



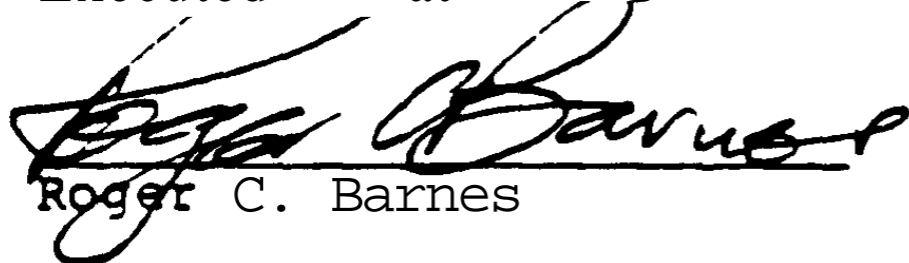
~~Roger~~ Roger C. Barnes, Vice President  
Scientology Missions International



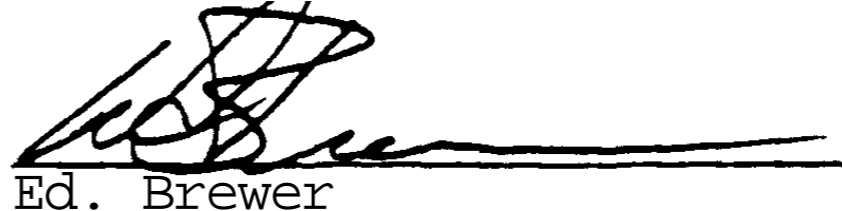
Ed. Brewer, Secretary  
Scientology Missions International

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Los Angeles, California on 17 June 1982.



Roger C. Barnes



Ed. Brewer

00674

**EXHIBIT A**  
**RESTATED ARTICLES OP INCORPORATION**  
**OF**  
**SCIENTOLOGY MISSIONS INTERNATIONAL**

Pursuant to Section 9620 of the California Nonprofit Religious Corporation Law (and in accordance with Section 5819 of the California Corporations Code) and as directed by unanimous vote of the Board of Trustees upon Spécial Resolution passed in Special Meeting as required in Article VIII of the Articles of Incorporation, the Articles of Incorporation of Scientology Missions International are hereby amended and restated as follows:

**ARTICLES OF INCORPORATION**  
**OP**  
**SCIENTOLOGY MISSIONS INTERNATIONAL**

**ARTICLE ONE**

**Name of the Corporation**

The name of the Corporation shall be Scientology Missions International,

**ARTICLE TWO**

**Duration of the Corporation**

The duration of the Corporation shall be perpetual.

### **ARTICLE THREE**

#### **Purpose of the Corporation**

This Corporation is a religious corporation and is not organized for the private gain of any person • It is organized under the Nonprofit Religious Corporation Law primarily and exclusively for religious purposes. Its purpose is to expouse, present, propagate, practice, ensure, and maintain the purity and integrity of the religion of Scientology, as the same has been developed and may be further developed by L. Ron Hubbard -to\_ the end that any person wishing to, and participating in Scientology may derive the greatest possible good of the spiritual awareness of his Beingness, Doingness and Knowingness. More particularly, the Corporation is formed for the purpose of providing a Corporate organization through which, and by means of which, the operations and activities of a church may be accomplished. Its purpose is to act as the Mother Church for Missions, which is the ultimate ecclesiastical authority with respect to the Scientology system of Missions. It shall be charged with overseeing and managing the ecclesiastical affairs of all Missions to ensure and maintain the purity and integrity of the religion of Scientology. More particularly, the Corporation is formed for the accomplishment, without limitation, of the following more specific purposes:

a. To serve as a means of promulgating and administering the religious faith of Scientology throughout the World; and

b. To regulate and conduct religious services, including services for its parishioners; and

c. To conduct religious and educational activities of various kinds; and

d. To foster and enhance the spiritual welfare of its followers, which shall be deemed to be Scientologists throughout the World.

#### **ARTICLE FOUR**

##### **Power of the Corporation and Limitations Thereon**

In the conduct of its activities and the accomplishment of its purposes, the Corporation shall have, shall enjoy, and may exercise, to their fullest extent, all powers which Nonprofit Religious Corporations are permitted by law to have and to enjoy; PROVIDED HOWEVER, that:

a. The property of the Corporation is irrevocably dedicated to religious purposes, meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the income or assets of the Corporation shall ever inure to the benefit of any private party or individual; and

b. No substantial part of the activities of the Corporation shall be devoted to attempts to influence legislation, by propaganda or otherwise, and the Corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office; and

c. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt

from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or successor statutes of similar import, nor shall the Corporation carry on any activities not permitted to be carried on by an organization exempt from California tax under Section 23701(d) of the Revenue and Taxation Code, as amended.

d. The Corporation shall not carry on any activities not permitted to be carried on by a Corporation described in Section 170(c)(2), contributions to which are deductible under Section 170(a) of the Internal Revenue Code of 1954, or successor statutes of similar import\*

## **ARTICLE FIVE**

### **Initial Registered Agent**

The Corporation's initial registered agent at the address of its registered office is omitted in this Restatement as required by Section 5819 of the Corporations Code,

## **ARTICLE SIX**

### **Number, Names and Addresses of Initial Directors of the Corporation**

The number of Directors constituting the Corporation's initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as the Corporation's initial Directors are omitted in this Restatement as required by Section 5819 of the Corporations Code,

**ARTICLE SB7EH**

**Barnes and Addresses of Incorporators**

The names and the addresses of the Corporation's Incorporators are omitted in this Restatement as required by Section 5819 of the Corporations Code.

**ARTICLE BIGHT**

**BO Meabers of the Corporation**

This Corporation shall have no members.

**ARTICLE NINE**

**Disposition of the Corporation's Assets**  
**Upon Dissolution**

In keeping with the religious purposes to which the Corporation's property is irrevocably dedicated, upon the winding up and dissolution of the Corporation, and after payment of, or adequate provision is made for, its debts and obligations, the Corporation's remaining assets shall be distributed to one or more nonprofit funds, foundations, trusts or Corporations which are organized and operated exclusively for religious purposes, and which have established or are entitled to receive tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or successor statutes of similar import, and which would then meet the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, as amended.

**ARTICLE TEN**

**Amendment of the Corporation's  
Articles of Incorporation**

Notwithstanding any provision of the law permitting their amendment upon the affirmative act of less than all of the Corporation's incumbent Directors, the Articles of Incorporation of this Corporation may be amended only upon both the unanimous act of the Trustees of the Corporation, if any, and the unanimous vote of the Directors of the Corporation then incumbent.

**Authority to Adopt This Restatement**

Pursuant to Article VIII of the Original Articles of Incorporation, and as there are no members entitled to vote, the Board of Trustees alone is entitled to adopt these Restated Articles of Incorporation amending the Original Articles of Incorporation, and no approval of any other person or persons is required.

\* \* \* \* \*