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**ARTICLES OF INCORPORATION
OF
CHURCH OF SPIRITUAL TECHNOLOGY**

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

MAY 28 1982

MARCH 1982, Secretary of State

By Carmelle M. Guy
Deputy

ARTICLE ONE

Name of the Corporation

The name of the corporation shall be Church of Spiritual Technology.

ARTICLE TWO

Duration of the Corporation

The duration of the corporation shall be perpetual.

ARTICLE THREE

Purpose of the Corporation

The 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 exclusively for religious purposes. Specifically its purpose is to espouse, 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 protect and preserve the religion of Scientology through establishment of religious scholarship funds, museums, librarys and such other institutions which will ensure the benefits of Scientology to future generations. 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, preserving 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 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, 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; and

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 Agent For Service of Process

✓ The name and address in this state of the corporation's initial agent for service of process is SHERMAN D. LENSKE, 6400 Canoga Avenue, Suite 315, Woodland Hills, California 91367.

ARTICLE SIX

No Members of the Corporation

This corporation shall have no members.

ARTICLE SEVEN

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 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.

ARTICLE EIGHT

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

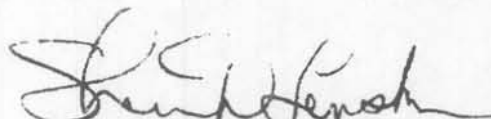
Notwithstanding any provision of the law permitting their amendment upon the affirmative act of less than all of the corporation's incumbent directors, the articles of incorporation of this corporation may be amended only upon the unanimous vote of all the Directors of the corporation then incumbent.

IN WITNESS WHEREOF, we and each of us, have subscribed these Articles of Incorporation, in duplicate, on this, the 27th day of May, 1982.



SHERMAN D. LENSKE,
Incorporator

The undersigned declares that he is the person who executed the above Articles of Incorporation, and such instrument is his act and deed.



SHERMAN D.. LENSKE

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Office of the Secretary of State
of the State of California

MAY 13 1986
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MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
CHURCH OF SPIRITUAL TECHNOLOGY

Rev. Lyman D. Spurlock and Rev. Leo Johnson certify that:

1. They are the President and Secretary respectively, of CHURCH OF SPIRITUAL TECHNOLOGY, a California nonprofit religious corporation.

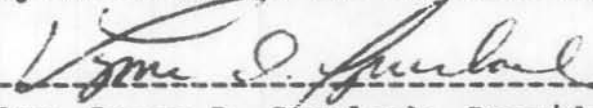
2. The Articles of Incorporation shall be amended in respect to Article ~~VII~~ ^{SEVEN} as follows:

ARTICLE ~~VII~~ ^{SEVEN}

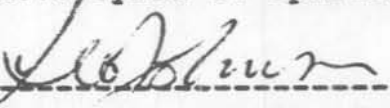
DISPOSITION OF THE CORPORATION'S ASSETS
UPON DISSOLUTION

Upon the winding up and dissolution of the corporation and after payment or adequate provision is made for its debts and obligations, the corporation's remaining assets shall be distributed among one or more organizations which are described in section 501(c)(3) of the Internal Revenue Code and which are organized exclusively for purposes of the religion of Scientology as founded by L. Ron Hubbard.

3. The corporation has no members and the Bylaws provide that the right to amend the articles resides in the corporation's Directors and Trustees. The Directors and Trustees have unanimously adopted the foregoing amendment to the Articles of Incorporation.



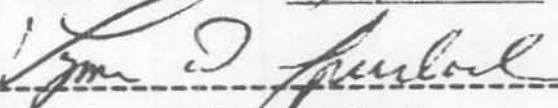
Rev. Lyman D. Spurlock, President



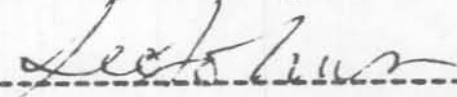
Rev. Leo Johnson, Secretary

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 April 17, 1986.



Rev. Lyman D. Spurlock



Rev. Leo Johnson, Secretary

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

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CERTIFICATE OF AMENDMENT

OF

AUG 26 1994

ARTICLES OF INCORPORATION
CHURCH OF SPIRITUAL TECHNOLOGY

Tony Miller
Acting Secretary of State

Russell Bellin and Jane McNairn certify that:

1. They are the President and Secretary respectively, of CHURCH OF SPIRITUAL TECHNOLOGY, a California nonprofit religious corporation.

2. Article Seven of the Articles of Incorporation, previously amended on April 9, 1986, is amended to read as follows:

ARTICLE SEVEN

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 or after 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 are qualified as tax exempt under section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.

3. The foregoing amendment of the article of incorporation has been duly approved by the Board of Directors.

4. The corporation has no members.

Russell Bellin

Russell Bellin, President

Jane McNairn

Jane McNairn, Secretary

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of their own knowledge.

Executed at Los Angeles, California on August 21, 1994.



Russell Bellin, President



Jane McHain, Secretary