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RESTATED

ARTICLES OF INCORPORATION

OF

**SOCIAL BETTERMENT PROPERTIES INTERNATIONAL**

**FILED**  
in the office of the Secretary of State  
of the State of California

FEB 8 2005

*Kevin Shelley*  
KEVIN SHELLEY, Secretary of State

Tom DeVocht and Gordon K. Steele certify that:

1. They are the President and Secretary, respectively, of SOCIAL BETTERMENT PROPERTIES INTERNATIONAL, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE ONE

Name of the Corporation

The name of the Corporation shall be Social Betterment Properties International.

ARTICLE TWO

Initial Agent for Service of Process

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

Guy Maisnik  
Jeffer, Mangels, Butler & Marmaro, LLP  
1900 Avenue of the Stars, Seventh Floor  
Los Angeles, CA 90067

ARTICLE THREE

Purpose of the Corporation

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit

Corporation Law for charitable purposes. Specifically, the Corporation is organized to support Church of Scientology International by owning and managing real property used in Church of Scientology International's charitable public benefit program.

## ARTICLE FOUR

### Powers 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 at all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (whether voluntary or involuntary or by operation of law), or any other provisions of these Articles of Incorporation:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code"), its Regulations or the corresponding section of any future federal tax code, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of such Code and Regulations, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of California, or any other jurisdiction where it may carry on any activities.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable within the meaning of section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of or be distributable to its Directors or Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (including reimbursement of actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation).

H. The Corporation shall never be controlled, directly or indirectly, by one or more disqualified persons with respect to the Corporation (as defined in section 4946 of the Code) other than foundation managers.

I. The Corporation shall not carry on any activities not permitted to be carried on by an organization described in section 509(a)(3) of the Code.

J. Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;

(2) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

K. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall inure to the benefit of private persons.

## ARTICLE FIVE

### Sole Member

In accordance with this Corporation's status as an integrated auxiliary of Church of Scientology International, Church of Scientology International shall be the Sole Member of this Corporation.

## ARTICLE SIX

### Directors of the Corporation

Directors shall be appointed by the Sole Member as provided in the Bylaws of the Corporation. The number of the Corporation's Directors may not be increased above five (5) nor decreased below three (3), with the exact number of Directors to be fixed by resolution of the Sole Member.

## ARTICLE SEVEN

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

Upon dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to, and only to, a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code and which has established its tax exempt under section 501(c)(3) of the Code.

## ARTICLE EIGHT

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

Except as provided in sections 5812 and 5813.5 of the California Nonprofit Public Benefit Corporation Law, the articles of incorporation of the Corporation may be amended only upon the majority vote of all the Directors of the Corporation then incumbent and approval of the Corporation's Sole Member.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Corporation's Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the Corporation's Sole Member.

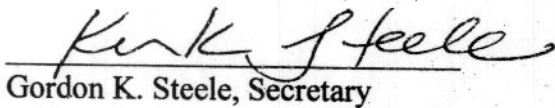
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct and of our own knowledge.

Executed in Los Angeles, California.



Tom DeVocht, President

Date: 4 November, 2004



Gordon K. Steele, Secretary

Date: 22 October, 2004