

77

BYLAWS  
OF  
BUILDING MANAGEMENT SERVICES

(A Nonprofit Religious Corporation  
formed and operated pursuant to the  
laws of the State of California.)

PREAMBLE

BUILDING MANAGEMENT SERVICES (hereinafter referred to as "the corporation"), an association of persons having incorporated exclusively for religious purposes under the laws of the State of California as the same relate to Nonprofit Religious Corporations, (primarily and exclusively for religious purposes), does by these Bylaws prescribe the manner in which and the officers and agents by whom the purposes of its incorporation shall be accomplished.

ARTICLE I

Definition of Terms

As they are used in these Bylaws:

a. "Articles" shall mean the Articles of Incorporation of this corporation filed on 3 June 1987 as may be amended from time to time.

b. "Bylaws" shall mean the code of rules prescribed herein, which are subordinate in authority to the corporation's Articles and which are to be used, adopted and recognized for the regulation and management of the affairs of the corporation;

c. "Religion of Scientology" and "Scientology" shall mean the religious doctrines, beliefs, tenets, practices, applied religious philosophy and technology as developed by L. Ron Hubbard.

d. "Scriptures" shall mean the written and recorded spoken words of L. Ron Hubbard with respect to Scientology and organizations formed for the purposes thereof.

e. "Mother Church" and "hierarchy of the Mother Church" shall mean the ecclesiastical hierarchy presently organized and operating under the aegis of the Church of Scientology International, a nonprofit religious corporation, and its respective successors in ecclesiastical authority, and shall not mean or be construed to mean or refer to mean said nonprofit religious corporation.

f. "Notice" shall mean written notice actually received by the prescribed recipient not less than three (3) days prior to the event of which notice is given, written notice actually delivered to the prescribed recipient not less than three (3) days prior to the event of which notice is given, or written notice mailed to the prescribed recipient of the notice, by first class mail, not less than five (5) days prior to the event of which notice is given.

g. "Mailed" shall mean deposited in the United States mail, postage prepaid, addressed according to the records of the corporation.

h. Unless the context in which they are used clearly requires otherwise, terms denoting number shall include both the singular and the plural, and terms denoting gender shall include all of the masculine, the feminine, and the neuter.

## ARTICLE II

### Purpose

This corporation is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes. More particularly, its purpose is to own and manage real property for the overall benefit of and to accomplish the religious purposes of the Church of Scientology.

ARTICLE III

Creed

The Church subscribes, and its object is and purposes are that all of Mankind may subscribe to and practice the following creed:

WE OF THE CHURCH BELIEVE:

That all men of whatever race, color or creed were created with equal rights.

That all men have inalienable rights to their own religious practices and their performance.

That all men have inalienable rights to their own lives.

That all men have inalienable rights to their sanity.

That all men have inalienable rights to their own defense.

That all men have inalienable rights to conceive, choose, assist and support their own organizations, churches and governments.

That all men have inalienable rights to think freely, to talk freely, to write freely their own opinions and to counter or utter or write upon the opinions of others.

That all men have inalienable rights to the creation of their own kind.

That the souls of men have the rights of men.

That the study of the mind and the healing of mentally caused ills should not be alienated from religion or condoned in nonreligious fields.

And that no agency less than God has the power to suspend or set aside these rights, overtly or covertly.

AND WE OF THE CHURCH BELIEVE:

That man is basically good.

That he is seeking to survive.

That his survival depends upon himself and upon his fellows, and his attainment of brotherhood with the Universe.

— AND WE OF THE CHURCH BELIEVE THAT THE LAWS OF —GOD  
FORBID MAN:

To destroy his own kind

To destroy the sanity of another

To destroy or enslave another's soul

To destroy or reduce the survival of one's companions or one's group.

AND WE OF THE CHURCH BELIEVE:

That the spirit can be saved and

That the spirit alone may save or heal the body.

#### ARTICLE IV

##### Membership

Section 1. Sole Member. There shall be only one member in this Corporation. The sole member of the Corporation shall be the Mother Church, which is the ultimate ecclesiastical authority of the Scientology religion, which currently is Church of Scientology International.

Section 2. Purpose. The primary purpose of the sole member shall be to elect Directors of the Corporation. In furtherance of this purpose the sole member may remove a Director who fails to meet the qualifications of a Director or who conducts himself in a manner which is contrary to the purposes of the Corporation.

Section 3. Restriction on Transfer. The sole member may not transfer for value its membership or any right arising from it. All rights of membership shall be transferred only to the successor in interest to Church of Scientology International, as the Mother Church, without consideration.

Section 4. Access to Books and Records. The sole member and its agents shall have access at all times to the books and records of the Corporation.

ARTICLE V

Board of Directors

Section 1. Function and Authority of the Board

a. Generally. The activities and affairs of the corporation, and all corporate powers shall be exercised, by or under the direction of a Board of Directors, consisting of three (3) natural persons. The Directors in general shall have all applicable powers conferred, permitted, or authorized by law as directors of a nonprofit religious corporation, including the power to purchase, lease, encumber by mortgage or deed of trust, sell, pledge and convey property of the corporation, and to borrow funds for the use and benefit of the corporation. Each Director shall have access at all times to the books and records of the corporation.

b. Particular Functions. More particularly, and without limiting its power and authority in general, the Board of Directors may, in its sole discretion:

i. To select & remove at the pleasure of the Board all Officers, agents and employees; to prescribe powers and duties for them as may be consistent with law, the articles of incorporation, and these Bylaws; to fix their compensation; and to require from them security for faithful service.

ii. To conduct, manage and control the temporal affairs and activities of the corporation and make such rules and regulations for this purpose, consistent with law, the articles of incorporation and these Bylaws, as they may deem best.

iii. Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trusts, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor;

iv. Make and perform such contracts as are necessary or convenient to attain or further the purposes and objects of the corporation, as set forth in the Articles and in these Bylaws;

v. Delegate to the corporation's officers, or to other agents, regular and special duties of the Board of Directors, the delegation of which is permitted by law and consistent with the Articles;

vi. Publish and disseminate books, periodicals, pamphlets, tracts, sermons, films, tapes and pictures in furtherance of the purposes of the corporation; and

vii. Change the principal office of the corporation from one location to another, and establish and locate subsidiary offices of the corporation.

c. Special Duty of the Board. It shall be a special duty of the Board of Directors to assure:

i. That no part of the net earnings of the corporation inure to the benefit of any person;

ii. That the property, assets and net income of the Corporation remain irrevocably dedicated to religious purposes; and

iii. That upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provisions are made for payment, of all debts and liabilities of the Corporation are distributed to one or more non-profit funds, foundations, trusts, or corporations which are organized and operated primarily to espouse, present and propagate the religion of Scientology.

## Section 2 Election, Tenure & Compensation

Section 2.1 Election & Tenure. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum or by a sole remaining Director. If there shall be no existing Directors, then the Sole Member shall appoint individuals to fill all existing vacancies on the Board of Directors. Directors shall have lifetime tenure, subject to termination as provided in Section 2.3.

Section 2.2 No Compensation. Directors shall receive no compensation for their service as Directors, but shall be entitled to reimbursement for expenses incurred on behalf of the Corporation, whether or not such expenses are incurred in their capacities as Directors.

Section 2.3 Removal of Director. Upon the unanimous vote of the remaining Directors, but no fewer than two Directors, a Director may be removed for failure to exercise the duties of a Director in pursuance of the purpose of the Corporation.

Section 2.4 Vacancies. A vacancy or vacancies in the Board of Directors shall be deemed to exist upon (i) the death, resignation, or removal of any director or (ii) an increase in the authorized number of directors.

Section 2.5 Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the remaining Directors may elect a successor to take office when the resignation becomes effective.

Section 2.6 Restriction On Interested Persons as Directors. No more than 49 percent of the persons serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as



director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3. Number and Qualifications of Directors. The authorized number of Directors shall be three until changed by an amendment to this Section 3 duly adopted by a unanimous vote of the Directors. The authorized number of directors may be changed by a bylaw amending this Section duly adopted by the unanimous vote of the Directors; provided however that the Directors shall not have the power to reduce the number of Directors below three (3) or increase the number above five (5). A person may serve and continue to serve as a Director only so long as he is and remains in good standing with the Mother Church. All Directors shall have attained the age of majority.

Section 4 Meetings of Directors.

Section 4.1 Call of Meetings. Meetings of the Board of Directors may be called by the President of the Corporation or by any two Directors.

Section 4.2 Notice of Meetings. Notice of all special meetings of the Board of Directors, or of an annual meeting to be held at a time or place other than time or place fixed by resolution of the Board of Directors, shall be given to each Director in writing. Notice need not specify the purpose of the meeting.

Section 4.3 Waiver of Notice. The transactions at any meeting of the Board, however called, however noticed, and wherever held, are as valid as though taken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice and consent to the holding of such meeting. A Director shall be deemed to have waived notice and consented to the holding of a meeting, if he votes to approve the minutes thereof. All written waivers or consents shall be filed with the minutes of meetings of the Board of Directors. Notice of a meeting shall also be deemed given to any Director who attends a meeting without protesting, before or at its commencement, the lack of proper notice to him.

Section 4.4 Quorum. A majority of the authorized number of Directors shall constitute a quorum of the Board of Directors for transaction of business permitted with less than unanimous consent of all Directors.

Section 4.5 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of Directors to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned.

Section 4.6 Annual, Regular and Special Meetings. Meetings of the Board of Directors shall be held at least annually. Meetings designated as annual meetings shall be held in the month of August of each year. Meetings other than annual meetings shall be called regular meetings or special meetings. The time and place of annual meetings may be fixed by unanimous resolution of the Board of Directors, and once so fixed shall not be subject to the notice requirements of Section 4.2.

Section 4.7 Use of Conference Telephones. Directors may meet through the use of conference telephone facilities or similar communications equipment, so long as all Directors participating in the meeting can hear and address one another.

Section 4.8 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors.

Section 4.9 Minutes and Consents. The Directors shall cause records of actions taken at their meetings and by written consents to be kept with other records of the Board of Directors in a secure place.

ARTICLE VI

OFFICERS OF THE CORPORATION

Section 1. Required Officers. Officers of the Corporation shall be elected by a majority vote of the Board of Directors, and shall include a President, a Secretary, and a Treasurer, each of whom shall serve at the pleasure of the Board. Each of said offices may be held by a person who is also a Director. The Board of Directors may elect the same person to the offices of Secretary and Treasurer. Neither the Secretary nor the Treasurer shall concurrently serve as President of the Corporation.

Section 2. Optional Officers. The Board of Directors may elect one or more Vice-Presidents, and one or more Assistant Secretaries and Assistant Treasurers and such other subordinate officers as the Board shall from time to time deem appropriate.

Section 3. Duties of Officers.

3.1 The President shall have general supervisory responsibility for the business and affairs of the corporation. In addition, he shall perform all other acts and duties which the Board of Directors shall direct. The President shall be the Chief Executive Officer of the Corporation, to whom other officers and their agents shall report and be responsible for the proper performance of their duties.

3.2 The Vice-Presidents, if any, shall carry out such duties on behalf of the Corporation as may be assigned to them by the Board of Directors or by the President. In the absence or disability of the President, the duties of the President shall be discharged by the most senior Vice-President.

3.3 The Treasurer of the corporation shall have custody of its corporate funds, books and financial records. The Treasurer shall have authority to receive and accept money, collect debts, open bank accounts, and make disbursements in the name of the Corporation. The Treasurer shall keep or cause to be kept proper books of account reflecting all business done by the Corporation and of all monies received and disbursed, and shall prepare or cause to be prepared financial statements at

the request of the Board of Directors. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation, with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the Corporation in accordance with the policies of the President and the Board of Directors. The Treasurer shall, whenever requested to do so by the President or Board of Directors, account for all transactions engaged in or authorized by him as Treasurer.

3.4 The Assistant Treasurer if any, shall carry out such duties on behalf of the Corporation as may be assigned or delegated to him by the Board of Directors, by the President, or by the Treasurer. In the absence or disability of the Treasurer, the Assistant Treasurer shall discharge the duties of the Treasurer.

3.5 The Secretary shall keep or cause to be kept records of all actions taken by consent and at meetings of the Board of Directors, and of the meetings of any committee for which the Board requires that minutes be kept. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a copy of these Bylaws. The Secretary shall keep the seal of the corporation and shall attest all certificates and other legal documents requiring certification on behalf of the corporation.

3.6 The Assistant Secretary, if any, shall carry out such duties on behalf of the Corporation as may be assigned or delegated to him by the Board of Directors, by the President, or by the Secretary. In the absence or disability of the Secretary, the Assistant Secretary shall discharge the duties of the Secretary.

Section 4. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified

in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 7. Execution of Contracts. Contracts, instruments of conveyance or encumbrance, or other obligations of the Corporation may be executed and delivered on behalf of the Corporation by any two (2) officers of the Corporation unless the Board of Directors provides otherwise by resolution.

## ARTICLE VII

### LIABILITY OF DIRECTORS AND OFFICERS

Directors, officers and other agents of the Corporation, and the property of such persons, shall not be subject to or chargeable with payment of Corporation debts or obligations. To the fullest extent permitted by the Nonprofit Religious Corporation Law, (including future amendments thereto), the Board of Directors shall have authority to indemnify Directors, Officers or other agents of the Corporation for expenses reasonably incurred by such persons as the result of their being made parties to "proceedings", as that term is defined in the law. However, the Corporation shall have no authority to make any payment, including one to indemnify a Director, officer, or agent of the Corporation, the making of which would constitute an inurement to any person of assets or net income of the Corporation. Rights of indemnification created herein in favor of Directors, officers, or other agents of the Corporation shall not be exclusive of other rights or remedies to which such persons may be entitled as a matter of law.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at such place, within or without the State of California, as a majority of the Board of Directors may, in its discretion, determine from time to time.

ARTICLE IX

SEAL

The Corporation shall have a seal, the form of which shall be determined and adopted by the Board of Directors.

ARTICLE X

AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws adopted by unanimous vote of the Directors; provided that amended Bylaws or new Bylaws shall not jeopardize the tax-exempt status of the Corporation.

CERTIFICATION

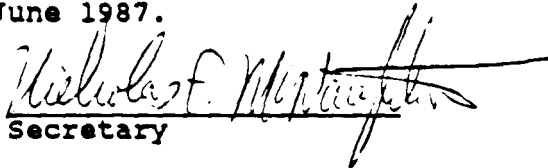
I, the undersigned, do hereby certify:

1. That I am the Secretary of Building Management Services, a nonprofit religious corporation incorporated under the laws of the State of California (the "Corporation"); and

2. That the foregoing Bylaws constitute the Bylaws of the Corporation, as duly adopted at a meeting of the Directors of the Corporation held on 17 June 1987.

3. That the foregoing Bylaws have not been modified and are in full force and effect as of the date of my execution of this Certificate.

4. IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation, this 18th day of June 1987.

  
Secretary