

RESOLUTIONS ADOPTED BY  
UNANIMOUS WRITTEN CONSENT  
OF  
THE SHAREHOLDER

OF

BRIDGE PUBLICATIONS, INC.  
A California Corporation

The undersigned, International Publications Trust, as the sole shareholder of BRIDGE PUBLICATIONS, INC., a California corporation (the "corporation"), does by this written consent take the following action and adopt the following resolutions:

WHEREAS, this corporation has a license to publish, for the United States and Canada, the Scientology Scriptures which are defined as the writings and recorded spoken words of L. Ron Hubbard relating to the religion of Scientology;

WHEREAS, it would be in the best interests of this corporation and the religion of Scientology for this corporation to conduct its activities as if it were an organization operated exclusively for religious purposes described in section 501(c)(3) of the Internal Revenue Code of 1986;

WHEREAS, the corporation desires to amend its Bylaws to reflect the above recital; and

WHEREAS, Article IX of the present Bylaws states that new Bylaws may be adopted, the present Bylaws repealed or amended, only by the affirmative vote or written consent of the holders of a majority of the outstanding shares.

NOW, THEREFORE, BE IT RESOLVED that the following new Article XII is hereby adopted and added to the present Bylaws:

Ex. II-2-C

Article XII  
Operation of the Corporation  
Exclusively for Religious Purposes

Section 12.1 Religious Purpose of the Corporation

The corporation is organized to operate exclusively for religious purposes as described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by publishing, producing and disseminating the Scriptures and religious materials and articles of the religion of Scientology, as founded and further developed by L. Ron Hubbard. The corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities that in themselves are not in furtherance of such religious purpose.

Section 12.2 Limitations on the Corporation's Powers.

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), or any other provisions hereof:

(a) The corporation shall not engage directly or indirectly in any activity that would pose a substantial risk of preventing it from qualifying and continuing to qualify as an organization operated exclusively for purposes described in section 501(c)(3) of the Code.

(b) At no time shall the corporation engage in any activities that are unlawful under the law of the United States, the State of California, or any other jurisdiction where any of its activities are carried on.

(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 religious within the meaning of section 501(c)(3) of the Code.

(d) No part of the net earnings, current or accumulated, of the corporation shall ever inure to the benefit of any private individual.

(e) The corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that violates the provisions of section 501(c)(3) of the Code. 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.

Section 12.3 Disposition of the Corporation's Assets on Dissolution.

Upon the termination, 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 liabilities of the corporation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code organized and operated exclusively for purposes of the religion of Scientology as founded and further developed by L. Ron Hubbard.

Section 12.4. Further Limitations Upon Corporate Activities in the Event that the Corporation is a Private Foundation.

Notwithstanding any other provision of these Bylaws, if at any time or times the corporation is a private foundation as defined in section 509(a) of the Code, then during such time or times:

(a) 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;

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(c) of the Code;

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c);

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

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

Section 12.5. References to the Code.

All references contained in these Bylaws to the Internal Revenue Code of 1986, or to "the Code," shall be deemed to refer to the Internal Revenue Code of 1986, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Bylaws to a specific section of the Code shall be deemed to refer to such section of chapter and the Regulations established pursuant thereto as they may now exist or as they may hereafter be amended, and to any corresponding provision of any future United States internal revenue law and any Regulations established pursuant thereto.

Section 12.6. Conflict in Bylaws.

To the extent any provision or provisions of this Article XII is or are inconsistent with any other provision or provisions of these Bylaws, the provision or provisions of this Article XII shall be controlling.

Section 12.7. Amendments to Article XII.

(a) Notwithstanding the provisions of Article XII of these Bylaws with respect to amending the corporation's Bylaws, no provision in this Article XII shall be repealed or amended except by the unanimous affirmative vote or written consent of the holders of all the outstanding shares entitled to vote.

(b) Any such repeal or amendment of a provision in this Article XII shall not take effect until the Board of Directors of Church of Scientology International, the Mother Church of the religion of Scientology, or its successor Mother Church, provides the Secretary of this corporation with its written approval of the repeal or amendment.

This consent is executed pursuant to the Corporations Code of the State of California and Section 2.6 of Article II of the Bylaws of this corporation which authorize the taking of action by the shareholder by unanimous written consent without a meeting.


Dated: 27 December 1988



Carl Heldt as Trustee of the  
International Publications Trust



Cherie Eves as Trustee of the  
International Publications Trust

  
Maureen Brigatti as Trustee of the  
International Publications Trust