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BYLAWS
OF
CHURCH OF SPIRITUAL TECHNOLOGY

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

PREAMBLE

The CHURCH OF SPIRITUAL TECHNOLOGY (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, does by these Bylaws prescribe the manner in which and the officers and agents by whom such purposes shall be accomplished.

ARTICLE I

The Church

The corporation shall accomplish its purposes through and by means of the operations and activities of a church known as the "Church of Spiritual Technology" and hereinafter referred to as "the Church".

The Church is organized exclusively for the purposes of the religion of Scientology, as hereinafter set forth. In pursuing its purposes the Church shall adhere to the goals, tenets, doctrines, codes, Creed, policies and practices set forth in the Scriptures (as hereinafter defined).

The Trustees, Directors, Officers and agents of the corporation shall be bound by and shall observe the foregoing to the end that the operations and activities of this corporation shall support and maintain the Church as a church of Scientology in compliance with the Scriptures (as hereinafter defined); subject, however, at all times and in every respect to the paramount requirement of observance of and compliance with all applicable laws, and the provisions of the Articles and of these Bylaws.

ARTICLE II

Definition of Terms

As they are used in these Bylaws:

a. "Articles" shall mean the Articles of Incorporation of this corporation filed on May 28, 1982, 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 for application as developed by L. Ron Hubbard and as the same may hereafter be developed by L. Ron Hubbard.

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

e. "Church of Scientology" shall mean both those organizations and that group of organizations throughout the world which have as their primary and exclusive purpose the propagation, espousal and practice of the doctrines, beliefs, tenets, practices, applied religious philosophy and technology of the religion of Scientology, as the same has been developed and may be developed by L. Ron Hubbard, and to the accomplishment of its goals.

f. "Religion of Scientology" and "Church of Scientology" shall not necessarily be co-terminal. That is to say, the terms "religion of Scientology" and "Church of Scientology" shall be co-terminal only so long as churches of Scientology continue, in the opinion of L. Ron Hubbard during his lifetime, and in the opinion of all of the Directors and Trustees following the death of L. Ron Hubbard, to espouse, propagate and practice the religion of Scientology.

g. "Operating Rules" or "Operating Policy" shall mean that code of rules, which shall always be subordinate in authority to these Bylaws, to the Corporation's Articles, and to the laws of the State of California governing nonprofit corporations, which may hereafter be prescribed and recognized by the Trustees for the further regulation and management of the affairs of the Corporation.

h. "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.

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

j. 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 III

Purposes

The corporation shall 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 desiring participation, or participating, in Scientology may derive the greatest possible good of increased awareness as an immortal spirit.

It is the belief of the Church that Scientology is the organization of the fundamentals of existence into axioms and workable technologies in the tradition of the exact sciences for resolving problems of life and thought and for the freedom of the human spirit. That he who asks a question is closest to the answer, that every question contains its own answer, and further that every problem contains its own solution, and that the technologies of Scientology are of such a nature that a person with a question or a problem may be spiritually assisted or guided to the end that the person is able to answer his own questions and resolve his own problems. "Scientology Technology" is a body of truths and methods of application, developed by L. Ron Hubbard from his observations and research, which when correctly applied can reveal the soul of man, extend his knowledge of the Infinite Being to him, and make known what is knowable about God.

The Church shall have the authority to manage, use and make available for use by other Churches of Scientology, the vast body of Scientology Technology that forms the foundation of the religion of Scientology. In so managing and using this body of truths and methods of application, the Church shall have as its purpose the responsibility of keeping Scientology working (i.e., getting the correct technology applied correctly.)

Believing that man's best evidence of God is the God he finds within himself, and trusting with enduring faith that the Author of the Universe intended life to thrive within it, the corporation is founded with the following general goals:

a. Establishment of a religious body and entity to promote, protect, administer and encourage the religion of Scientology and its goals;

b. Foundation, construction and use of a church, establishments, tutorial schools, retreats, parsonages, centers of training and other centers, for the teaching, dissemination and administration of the religion of Scientology, which aspires to the religious and ethical guidance and improvement of the individual character, and also to better and clarify the human spirit;

c. Assistance in the foundation of Churches of Scientology and other organizations devoted to the religion of Scientology.

d. Publication and distribution of religious literature and other sectarian aids in order to propagate and disseminate Scientology; and

e. Establishment of religious cultural centers.

f. Minister to the spiritual needs of the parishioners and congregants of the Church through the conduct of services, both group and individual.

g. Establishment of a scholarship fund to provide assistance to those seeking advancement on the Scientology Bridge.

h. Establishment and maintenance of a museum devoted to the religion of Scientology.

i. Construction and maintenance of an imperishable structure, capable of withstanding the ravages of nuclear warfare to house the essence of Scientology for the benefit of future generations.

j. Establishment and maintenance of a library devoted to the religion of Scientology.

ARTICLE IV

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 V

Membership

Section 1. Classification. The corporation shall have no members. It shall instead have parishioners who shall not be entitled to vote.

Section 2. Purpose of Affiliation. The Church believes that a person participating in the spiritual exercises of the Church may profit to such an extent that the person may become aware of his spiritual nature, capable of self determination, self discipline and a realization of his creative abilities; thus ordinary problems of life should be easily resolved or be of little or no concern. Therefore, such a person would be better able to contribute

to the welfare of his fellow man, Society and the Nation. Such a state of Beingness of Mankind is the goal of the Church.

The Church further believes that man's attainment of advanced levels of spiritual awareness frees the spirit from the mind and body giving the spirit immortality. This in turn will increase life and livingness while diminishing the influence of death or deathlike factors which act as stops and distractions to life.

During the term of affiliation with the Church, the parishioners shall agree to abide by the Creed, the Auditor's Code and the Scientology Code of Honor.

ARTICLE VI

Trustees

Section 1. Purpose. The primary purpose of the Board of Trustees shall be to elect General Directors of the corporation. In furtherance of this purpose the Trustees may remove a General Director who fails to meet the qualification of such a Director or who conducts himself in a manner which is contrary to the provisions of Articles I through IV of these Bylaws and the survival of Scientology. In addition, the Trustees shall have the power to change the number of Trustees, as provided in Section 2 below.

Section 2. Number of Trustees. The authorized number of Trustees shall be three (3) until changed by a bylaw amending this Section 2 duly adopted by the unanimous

vote of the Trustees; provided however that the Trustees shall not have the power to reduce the number of Trustees below three (3) or increase the number above seven (7). One Trustee shall be elected as Chairman and shall preside over all meetings of the Trustees.

Section 3. Qualifications. In order to serve as Trustees of the corporation whether as initial Trustees or successor Trustees, and in order to continue to serve as a Trustee of the corporation, Trustees shall be persons who possess and continue to possess, the following qualities and attributes. That is to say, a person may serve and continue to serve, as Trustee of the corporation only so long as he is and remains:

Qualifications Prior to Appointment:

- a. A person who has a good uninterrupted track record of at least eight (8) years as an ethical and loyal Scientologist;
- b. A person who has experienced excellent case gain and has attained the case level of OT III or above;
- c. A person who is well versed in the technology of Dianetics and Scientology and has applied this technology to help others, with excellent results;
- d. A person who is well versed in the administrative policy or organizations affiliated with the religion of Scientology and has a track record of demonstrated success in the utilization and application of such policy;

e. A person who is an ordained Scientology minister, in good standing pursuant to those principles set forth in the Scriptures;

f. A person who is a good student, that is to say, a person who is able accurately and speedily to duplicate and apply that which has been studied with a minimum of correction necessary; and

g. A person who is well versed in the Scientology Ethics and Justice System.

Qualities to Be Attained Within Ten (10) Years Following Appointment as a Trustee:

In addition to the foregoing qualifications, each person who is appointed to serve as a Trustee of the Church must attain the following qualities within ten (10) years after appointment as a Trustee:

a. The person must have attained NOTS case completion or be on Solo NOTS;

b. The person must have become a Permanent Class 8 Auditor;

c. The person must have successfully completed the Organization Executive Course and the Flag Executive Briefing Course; and

d. The person must have attained the status of a Data Series Evaluator.

Moreover, during the ten-year period following each person's appointment as a Trustee of the Church, that person's continued qualification to serve as a Trustee of

the Church shall at all times be dependent upon such person's demonstrating steady and satisfactory progress toward attainment of the foregoing four qualifications within the ten-year period. More specifically, each such person must spend an average of at least 12-1/2 hours of study/auditing per week toward the attainment of those qualifications.

Continued Study as a Qualification for Continued Service as a Trustee:

In addition to each of the foregoing requirements, and notwithstanding each Trustee's having attained all of the qualifications enumerated above, each Trustee's continued service as a Trustee shall be dependent upon such Trustee's continued study and/or auditing or the receipt of auditing for an average of not less than 12-1/2 hours per week. For example, if a Trustee should be away from his post for two weeks, he would be required to make up the 25 hours of time lost by increasing the number of study/auditing hours during the balance of the six-month period. The initial six-month period will be calculated from date of appointment. Thereafter such periods shall be based upon the semi-anniversary or anniversary of appointment. Failure to satisfy the minimum study/auditing requirements during a six-month period, without a reason which is acceptable to the remainder of the Trustees, will subject any Trustee to review by the entire Board of Trustees and possible removal in the discretion of the remainder of the Trustees.

Section 4. Election. The initial Trustees of the corporation shall be elected at the meeting next following the meeting of the Boards of Directors (as hereinafter defined) adopting these Bylaws. The Trustees shall have lifetime tenure, subject, however, to termination as provided in Section 7.

Section 5. Vacancies. A vacancy on the Board of Trustees shall be deemed to exist in case of the death, resignation or termination of any Trustee as provided in Section 7.

a. Vacancies on the Board of Trustees may be filled by a majority of the remaining Trustees, though less than a quorum, or by a sole remaining Trustee.

b. In the event the Board of Trustees is unable to fill vacancies because of the death or disqualification of the entire Board of Trustees or sole remaining Trustee, then that person holding the senior ecclesiastical post in this Church shall (and only in this unlikely event and only as a singular circumstance) appoint individuals to fill all vacancies on the Board of Trustees, who must themselves meet the qualifications of a Trustee as provided in Section 3.

Section 6. Voting and Other Rights. Each Trustee shall be entitled to one vote. Each Trustee shall have access at all times to the books and records of the corporation.

Section 7. Termination as Trustee.

a. A person's post as Trustee shall terminate at his death or upon receipt by at least one other Trustee of a written notice of his resignation.

b. Pursuant to the Scientology ethics and justice system, a person's post as Trustee may be terminated for actions deemed contrary to the provisions of Articles I through IV of these Bylaws, by the unanimous vote of the other Trustees.

c. A person's post as Trustee shall automatically terminate if he or she at any time fails to meet the qualifications for Trustee which are stated in paragraphs (a), (b), (c) and (d) of Section 3 of this Article.

Section 8. Meetings of Trustees.

a. Annual Meeting. A meeting of the Trustees shall be held on the first day of June of each year at 8:00 p.m. at the principal office of the corporation. No notice of the annual meeting need be given if it is held at such time and at such place. The time and place of the annual meeting may be changed by vote or written consent of a majority of the Trustees, and notice of any such change shall be given to each Trustee. If proper notice is given of any such change in the time or place of the annual meeting, notice need not be given of subsequent annual meetings held at the same time and place.

b. Agenda at Annual Meeting. At the annual meeting of Trustees, consideration shall be given only to the following matters:

i. Election or removal of General Directors.

ii. Election or removal of Trustees.

c. Call of Special Meetings. A special meeting of the Trustees may be called by any Trustee.

d. Notice of Meetings. When required, notice of a special meeting of the Trustees shall be given to each Trustee in writing. A notice of meeting need not specify the purpose of the meeting.

e. Waiver of Notice. The transactions at any meeting of the Trustees, 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 Trustees who was absent signs a written waiver of notice and consent to the holding of such meeting. A Trustee shall be deemed to have waived notice and consented to the holding of a meeting, if he votes to approve the minutes of that meeting. All written waivers and consents shall be filed with the minutes of meetings of the Trustees. Notice of a meeting shall also be deemed given to any Trustee who attends a meeting without protesting, before or at its commencement, the lack of proper notice to him.

f. Quorum. A quorum for any meeting of the Trustees shall be a majority of the total number of the Trustees.

g. Minutes. The Trustees shall cause minutes of their meetings to be kept and to be maintained with other records of the Trustees in a secure place.

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

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

j. Action without Meeting. Any action required or permitted to be taken by the Trustees may be taken without a meeting if all Trustees consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Trustees. Such written consent or consents shall be filed with the minutes of proceedings of the Trustees.

ARTICLE VII

Boards of Directors

Section 1. Function and Authority of the Boards.

a. Composition: The combined Boards of Directors ("Boards") shall be composed of three (3) General Directors ("Board of General Directors") and three (3) Special Directors ("Board of Special Directors"). The authorized number of General Directors may be changed by a bylaw amending this Section 1(a) duly adopted by the unanimous vote of the General Directors; provided, however, that the General Directors shall not have the power to reduce the number of General Directors below three (3) or increase the number above five (5).

b. Generally. The activities and affairs of the corporation, as distinguished from the ecclesiastical affairs of the Church, shall be managed and conducted, and all corporate powers shall be exercised, by or under the direction of a Board of General Directors, subject to the approval or veto of certain actions by a majority of the authorized Special Directors as set forth in paragraph (d) below. The General 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, General and Special, shall have access at all times to the books and records of the corporation.

c. Particular Functions of the General Directors. More particularly, and without limiting its power and authority in general (except as stated otherwise), the General Directors may, in their sole discretion:

i. 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;

ii. 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;

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

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

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

d. Particular Functions of the Special Directors. The Special Directors, acting by a majority of their authorized number are empowered to ensure the following:

i. That the corporation attains tax-exempt status, as soon as practical, and that such status is maintained throughout the existence of the corporation.

ii. That no part of the corporation inure to the benefit of any private individual, firm or corporation.

iii. That the assets of the corporation are not subject to waste and/or extravagance but are instead increased in value.

iv. That proper Scientology management is correctly applied to the end that the purposes of the corporation are accomplished.

The Special Directors shall carry out their duties by approving or vetoing every resolution, vote, or act of the General Directors which in any way directly or indirectly affects the duties of the Special Directors set forth above. In addition, Special Directors may by

unanimous vote direct the General Directors to consider any matter which comes within the scope of their duties, as outlined above.

Any act of the Special Directors may be overridden by the unanimous vote of the General Directors and Trustees at a meeting specially called by any General Director in accordance Section 4 of this Article VII.

e. Special Duty of the Boards. It shall be a special duty of the Boards to assure:

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

ii. That no substantial part of the activities of the corporation are directed to influencing legislation by propaganda or otherwise;

iii. That the corporation and its agents refrain from participation or intervention in any political campaign on behalf of or in opposition to any candidate for public office;

iv. That the property, assets and net income of the corporation remain irrevocably dedicated to charitable and religious purposes; and

v. That, upon the dissolution or winding up of the corporation, its assets remaining after payment of or provisions for payment of all debts and liabilities of the corporation are distributed to a nonprofit fund, foundation, or corporation which is organized and operated primarily and exclusively for

charitable and religious purposes, and which is exempt from general income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 2. Election and Tenure of General Directors.

a. Election. General Directors shall be elected by majority vote of the Trustees of the corporation. Trustees may not cumulate votes in electing General Directors. Regular elections of General Directors shall be held at the annual meeting of the Trustees. Special elections may be held as necessary to fill vacancies on the Board of General Directors. General Directors may not be elected from among the Trustees. General Directors shall hold office for one year or until the next annual meeting of the Trustees, whichever period is shorter. General Directors may be re-elected.

b. Compensation. General 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.

c. Qualifications. In order to serve as a General Director and in order to continue to serve as such, each General Director shall be a person who possesses and continues to possess the following qualities and attributes. That is to say, a person may serve and continue to serve as a General Director only so long as he is and remains:

- i. Well-versed in the Scriptures;
- ii. Well-versed in the Scientology Ethics and Justice system;
- iii. A proven Scientology executive, as evidenced by statistics;
- iv. A duly ordained minister of Scientology in good standing with the Mother Church; and
- v. Has attained the age of majority.

d. Removal. Upon an affirmative vote of a majority of the Trustees, a General Director may be removed, on the following grounds:

- i. Failure to continue to meet the qualifications set forth in subparagraphs (i) through (iv) of subsection (c) above;
- ii. Failure to exercise the duties of a Director in pursuance of the goals, aims and purposes of the corporation, the Church and Scientology, as set forth in Articles I through IV of these Bylaws.

Section 4. Appointment, Tenure, Resignation and Succession of Special Directors.

a. Initial Special Directors. The names of the persons who shall serve as the corporation's initial Special Directors are:

- i. Stephen A. Lenske
- ii. Sherman D. Lenske
- iii. Lawrence E. Heller.

b. Tenure. Persons appointed as Special Directors shall possess a lifetime tenure, so long as they remain in good standing with the State Bar Association of California. Should any Special Director fail to remain in good standing, his position shall terminate and the vacancy created thereby shall be filled in accordance with Paragraph (d) of this Section 4..

c. Resignation. Any Special Director may resign upon giving written notice to all Directors. The notices may specify a later time for the effectiveness of such resignation.

d. Vacancies. Any vacancy on the Board of Special Directors, whether caused by death or resignation, may be filled by a majority of the remaining authorized Special Directors, or by a sole remaining Special Director.

To the extent possible, vacancies shall be filled from members in good standing of the California State Bar Association who are then employed by the law firm of Lenske, Lenske, Heller & Magasin, A Law Corporation, or its successor ("LLH&M") and are familiar with the purposes of this corporation. In the event the Special Directors are, or the remaining Special Director is, unable to fill the vacancy from employees of LLH&M, then the vacancy may be filled from outside LLH&M, provided such appointee is a member in good standing of the California State Bar Association and is familiar with the purposes of this corporation.

All such appointments to fill vacancies shall be made with the approval of a majority of the authorized General Directors and Trustees.

In the event the Board of Special Directors is unable to fill vacancies because of the death or resignation of all of the Special Directors, then the vacancies shall be filled by a majority of the authorized General Directors and Trustees.

e. Compensation. Special Directors shall be entitled to a fee based upon the hourly rate then charged for their professional services.

Section 4. Meetings of Directors.

a. Call of Special Meetings. Special meetings of the Boards may be called by any two General Directors, by the President, or by any Special Director. Special meetings of either Board may be called by any two (2) members, or in the case of the Board of General Directors, by any two (2) members, or the President.

b. Notice. Notice of all special meetings of the Boards, or each of them, or of an annual meeting to be held at a time or place other than a time or place fixed by resolution of the Boards, or either of them, shall be given to all Directors, or to the Directors of each respective Board, as the case may be.

c. Waiver of Notice. Transactions of any meeting of the Boards, or either of them, however called, however noticed, and wherever held, are as valid as though

adopted at a meeting duly held after regular call and notice if a quorum of each Board 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 such waivers or consents shall be filed with the minutes of meetings of the Boards, or either of them. 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.

d. Quorum. A majority of the Directors authorized shall constitute a quorum of for each of the Boards for transaction of business or for taking of action which may be taken with less than unanimous consent of all Directors.

e. Minutes. The General Directors shall designate one of their number or an officer of the corporation to keep minutes of their meetings. The Special Directors shall designate one of their number to keep minutes of their meetings.

f. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting 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 be fixed at the meeting adjourned.

g. Regular, Annual and Special Meetings.

Meetings of the Boards shall be held no less often than annually. The Special Directors shall not meet as a Board more often than six (6) times per year. Meetings designated as annual meetings shall be held in the month of June 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 Boards, or either of them, and, once so fixed, shall not be subject to the notice requirements of subsection (b).

h. 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.

i. Action without a Meeting.

Any action required or permitted to be taken by the Boards, or either of them, may be taken without a meeting if all Directors of the respective Boards consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the full Board. Such written consent or consents shall be filed with the minutes of the meetings of the Board of Directors.

ARTICLE VIII

Officers of the Corporation

Section 1. Required Officers. Officers of the corporation, as distinguished from ecclesiastical posts, shall be elected by majority vote of the Board of General Directors, and shall include a President, a Secretary, and a Treasurer, each of whom shall serve at the pleasure of such Board. Each of said offices may be held by a person who is also a General Director. The Board of General Directors may elect the same person to the offices of Secretary and Treasurer.

Section 2. Optional Officers. The Board of General 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 of General Directors shall from time to time deem appropriate.

Section 3. Duties of Officers.

a. The President shall have general supervisory responsibility for the business affairs of the corporation. In addition, he shall perform all other acts and duties which the Board of General 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.

b. The Vice-President, if any, shall carry out such duties on behalf of the corporation as may be assigned to him by the Board of General Directors or by the President. In the absence or disability of the President, the duties of the President shall be discharged by the Vice-President.

c. The Treasurer shall be the Chief Financial Officer of the corporation and 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 General 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 General Directors. The Treasurer shall disburse funds of the corporation at the direction of the Board of General Directors. The Treasurer shall, whenever requested to do so by the President or Board of General Directors, account for all transactions engaged in or authorized by him as Treasurer.

d. 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 General 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.

e. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Trustees and of the Board of General 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 or other legal documents requiring certification on behalf of the corporation.

f. 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 General 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. 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 General Directors provides otherwise by general or special resolution.

ARTICLE IX

Liability of Directors and Officers

Directors, Officers, Trustees 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.

ARTICLE X

Ordination of Ministers and Religious Orders

Section 1. Ordination. The Church shall have full power and authority to ordain ministers, who shall be empowered to perform marriage ceremonies, administer the confessional, bury the dead, baptize, practice spiritual healing, give spiritual healing, give spiritual advice, and minister to the spiritual needs of congregations and parishioners; to revoke such status of ordained minister; and to grant and revoke such other degrees and certificates of attainment or qualification as may be appropriate.

Section 2. Code of Conduct. This Church shall ask and require from its ordained ministers conformity with the following minister's code (known as the Scientology Auditor's Code), relating to the spiritual ministrations, and guidance of, all parishioners and/or confessants:

I HEREBY PROMISE AS AN AUDITOR TO FOLLOW
THE AUDITOR'S CODE.

1. I promise not to evaluate for the
preclear or tell him what he should think
about his case in session.

2. I promise not to invalidate the
preclear's case or gains in or out of session.

3. I promise to administer only
Standard Tech to a preclear in the standard
way.

4. I promise to keep all auditing
appointments once made.

5. I promise not to process a preclear
who has not had sufficient rest and who is
physically tired.

6. I promise not to process a preclear
who is improperly fed or hungry.

7. I promise not to permit a frequent
change of auditors.

8. I promise not to sympathize with a
preclear but to be effective.

9. I promise not to let the preclear
end session on his own determinism but to
finish off those cycles I have begun.

10. I promise never to walk off from a
preclear in session.

11. I promise never to get angry with a preclear in session.

12. I promise to run every major case action to a floating needle.

13. I promise never to run any one action beyond its floating needle.

14. I promise to grant beingness to the preclear in session.

15. I promise not to mix the processes of Scientology with other practices except when the preclear is physically ill and only medical means will serve.

16. I promise to maintain Communication with the preclear and not to cut his comm or permit him to overrun in session.

17. I promise not to enter comments, expressions or enturbulence into a session that distract a preclear from his case.

18. I promise to continue to give the preclear the process or auditing command when needed in the session.

19. I promise not to let a preclear run a wrongly understood command.

20. I promise not to explain, justify or make excuses in session for any auditor mistakes whether real or imagined.

21. I promise to estimate the current case state of a preclear only by Standard Case Supervision data and not to diverge because of some imagined difference in the case.

22. I promise never to use the secrets of a preclear divulged in session for punishment or personal gain.

23. I promise to never falsify worksheets of sessions.

24. I promise to see that any donation received for processing is refunded following the policies of the Claims Verification Board, if the preclear is dissatisfied and demands it within three months after the processing, the only condition being that he may not again be processed or trained.

25. I promise not to advocate Dianetics or Scientology only to cure illness or only to treat the insane, knowing well they were intended for spiritual gain.

26. I promise to cooperate fully with the authorized organizations of Dianetics and Scientology in safeguarding the ethical use and practice of those subjects.

27. I promise to refuse to permit any being to be physically injured, violently damaged, operated on or killed in the name of "mental treatment".

28. I promise not to permit sexual liberties or violations of patients.

29. I promise to refuse to admit to the ranks of practitioners any being who is insane.

Section 3. Religious Orders. The Church may establish and maintain religious orders, the purposes of which shall be the carrying out of the religious and administrative activities of this Church and corporation. The specific functions and duties of such religious orders, and of the members of such orders, shall be as determined and assigned by the Board of General Directors in accordance with the Scriptures, and consistent with the purposes for religious orders herein stated.

Acceptance of persons into the religious orders of the Church shall be governed by the applicable Scriptures. Persons seeking acceptance into a religious order of this Church shall enter into a covenant expressing the individual's desire and intent to devote himself to accomplish the goals and purposes of this Church and the Religion of Scientology. All members of the religious order shall agree to abide by the policies of this Corporation, the Scriptures, the Articles, and these Bylaws.

Section 4. Terminations. Membership, affiliation, charters, ordinations, certifications, or other special dispensations, or recognitions, shall terminate, by direction of the Board of General Directors, for the following causes:

- a. Death,
- b. Resignation,
- c. Actions deemed contrary to the principles, purposes, aims, code, ecclesiastical letters, policies, covenants, agreements, the Bylaws of this corporation and Scientology.

Section 5. Return of Property. Upon any termination, pursuant to Section 4 of this Article X, then the person who's status has been terminated shall be required immediately to return to the corporation or Church any and all real and personal property issued to such person by this corporation or Church.

Section 6. Discretion of Directors. Pursuant to the Scriptures, particularly the ethics and justice system of Scientology, membership in a Religious Order, ordination, or affiliation may be denied or revoked for cause deemed to be sufficient by the General Directors in their sole discretion.

ARTICLE XI

Principal Office

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

ARTICLE XII

Seal

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

ARTICLE XIII

Amendments

Unless otherwise provided in these Bylaws, these Bylaws may be amended or repealed and new Bylaws adopted by unanimous vote of the Boards; provided that amended Bylaws or new Bylaws do not jeopardize the tax-exempt status of this corporation, do not alter the purposes of this corporation or the qualifications required of its Trustees and Directors, and do not contravene the Scriptures.

CERTIFICATION

We, the undersigned, do hereby certify:


1. That we are the Directors of the Church of Spiritual Technology, a nonprofit religious corporation incorporated under the laws of the State of California; and

2. That the foregoing Bylaws constitute the Bylaws of said corporation, as duly adopted at a meeting of the Directors of said corporation, held on the 7th day of June, 1982.


IN WITNESS WHEREOF, we have hereunto subscribed our names this 7th day of June, 1982.


LYMAN SPURLOCK, General Director


REBECCA POOK, General Director


MARIA STARKEY, General Director


STEPHEN A. LENSKE, Special Director


SHERMAN D. LENSKE, Special Director


LAWRENCE E. HELLER, Special Director