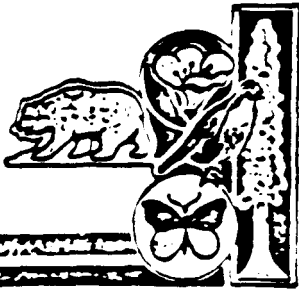




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State  
of  
California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUL 14 1982



*March Fong Eu*

Secretary of State

RESTATED  
ARTICLES OF INCORPORATION  
OF  
CHURCH OF SCIENTOLOGY OF SAN DIEGO

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California  
JUL 13 1982  
MARCH FONG EU, Secretary of State  
By JAMES E. HARRIS  
Deputy

REV. Melissa McCracken and REV. Larry Hanson certify that:

1. They are the President and Secretary, respectively, of ~~THE~~ CHURCH OF SCIENTOLOGY OF SAN DIEGO, a nonprofit religious California corporation.
2. The articles of incorporation shall be amended and restated to read as follows:

ARTICLE ONE

Name of the Corporation

The name of the corporation shall be Church of Scientology of San Diego.

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. 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 reatest 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, which as a church is subject to the ultimate ecclesiastical authority of the Church of Scientology International, a nonprofit religious corporation, and its respective successors in ecclesiastical authority, may be accomplished. 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 and administering the religious faith of Scientology; and
- b. To regulate and conduct religious services, including worship 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.

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 of 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

##### Number of Directors of the Corporation

The number of the corporation's Directors may not be increased above five (5) or decreased below three (3) with the exact number of directors to be fixed within the limits specified by approval of the board in the manner provided in the bylaws.

#### 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

##### Nonprofit Corporation Law

This corporation elects to be governed by all of the provisions of the Non Profit Corporation Law not otherwise applicable to it under Part 5 thereof.

#### ARTICLE NINE

##### 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 both the unanimous act of the Trustees of the corporation, if any, and the unanimous vote of the Directors of the corporation then incumbent.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the unanimous vote of the voting members in accordance with Section's 5812 and 5813 of the Corporation's Law.

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Melissa McCracken  
Rev. Melissa McCracken, President

Larry Hanson  
Rev. Larry Hanson, 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 San Diego, California, on July 7, 1982.

Melissa McCracken  
Rev. Melissa McCracken

Larry Hanson  
Rev. Larry Hanson