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Upon this, twenty-first day of April nineteen hundred and eighty-eight, personally came and appeared before me, Gerard Christoffel Antonius Smeets, a Civil Law Notary of Curacao, in the presence of the witnesses to be named hereinafter: Mister REGINALD ANTONIO EMILIANO MARKES, a consultant, residing in Curacao, Netherlands Antilles. The appearer declared that he wishes to incorporate a Foundation which shall be governed by the following Articles of Incorporation:

Article I
NAME AND SEAT

1. The Foundation is named: "FOUNDATION CHURCH OF SCIENTOLOGY FLAG SHIP SERVICE ORGANIZATION."

The Foundation can also act under the name of "FLAG SHIP SERVICE ORGANIZATION FOUNDATION".

2. It has its seat in Curacao, Netherlands Antilles.

Article II
DURATION

The Foundation has been incorporated for an indefinite period.

Article III
OBJECTS AND THE MEANS OF ATTAINMENT
OF ITS OBJECTS

1. The object of the Foundation is: to operate exclusively for the religious purpose of espousing, presenting, propagating, practicing, ensuring and maintaining the purity and integrity of the religion of Scientology, as the same has been developed by L. Ron Hubbard to the end that any person wishing to- and participating in Scientology may derive the greatest possible good of the spiritual awateness of his Beingness, Doingness and Knowingness;
2. the Foundation shall attain its object by means of:
 - a. conducting religious services, including worship services;
 - b. conducting religious and educational activities of various kinds;
 - c. operating a bookshop;
 - d. conducting all other legal activities in order to attain its object.
3. The Foundation is a religious Foundation and is not organized for the private gain of any person.
4. The property of the Foundation is irrevocable dedicated to religious purposes, and no part of the income or assets of the Foundation shall ever inure to the benefit of any private person except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distribution in furtherance of the purposes set forth in this article and make donations as set forth in article X.
5. No substantial part of the activities of the Foundation shall be devoted to attempts to influence legislation, by propaganda or otherwise, and the Foundation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

----- Article IV -----

----- FINANCIAL MEANS -----

The financial means of the Foundation consist of: -----

- (i) donations; -----
- (ii) gifts, legacies, inheritances; -----
- (iii) receipts out of activities; and -----
- (iv) any other legal income and earning. -----

----- Article V -----

----- BOARD OF DIRECTORS -----

1. The Foundation is administered and managed by a Board of -----
Directors, consisting of at least three members, who has -----
attained the age of majority, under the supervision of a Super- --
visory Board. -----

The qualifications to serve as member of the Board of Directors -
shall be described in the by-laws. -----

2. At least one Board member needs to be resident in the -----
Netherlands Antilles. -----

3. Board members are appointed and dismissed by the Supervisory -
Board. -----

4. The Board of Directors elects from among its midst a Chairman,
one or more Vice Chairpersons, a Secretary and a Treasurer; -----
the functions of secretary and treasurer can be held by one ----
person. -----

5. The Board of Directors meets whenever the Chairman, or one of
the other Board members so desires. -----

6. Meetings are convened by cable, telex, telefax or by regis- --
tered airmail letter, with due observance of at least five days,
excluding the day of convocation and the day of the meeting. ----

7. No items other, than those mentioned in the convocation, can be
dealt with at the meeting, except as provided for in article VI -
section 5. -----

----- Article VI -----

----- RESOLUTIONS -----

1. Each Board member is entitled to cast one vote. -----

2. Each Board member may delegate his power to a co-member -----
provided that such delegation is evidenced in writing, by cable -
or by telex. -----

3. Unless otherwise provided for, all resolutions of the Board --
are adopted by the affirmative action of the majority of the ----
Board. -----

4. Valid resolutions may also be adopted by affirmative action in
writing, by cable or telex, provided that such resolutions are --
adopted with a majority referred to in section 3 of this article
VI and provided that all members have been contacted. -----

5. Valid resolutions may be adopted by unanimous vote at a meet-
ing at which all members are present or represented, even if the
formalities of convocation have not been observed and even with -
respect to items other than those mentioned in the convocation --
with the exception of resolutions regarding matters as referred -
to in article XII in which matters article XII subsection 2 shall
apply. -----

----- Article VII -----

----- REPRESENTATION -----

1. The Foundation is represented in all matters, including court
matters, by the Chairman or the Secretary, or the Treasurer. ----

2. In the event the number of the members of the Board of -----
Directors has decreased below three because of a vacancy, the ---
remainder members of the Board can take valid resolutions, -----

however under the obligation to have the vacancy filled up as ---
soon as possible. -----

----- Article VIII -----

----- TERMINATION OF MEMBERSHIP OF THE -----
----- BOARD OF DIRECTORS. -----

The membership of the Board of Directors shall terminate: -----
a. at the death of the Board member; -----
b. by the loss of the power to administer his own property; -----
c. upon the resolution to remove the member taken by the Super- -
visory Board; -----
d. upon receipt by at least one other member of the Board of ----
Directors of a written notice of his resignation. -----
e. the member of the Board fails to meet the qualifications as --
stated in the by-laws; -----
f. after expiration of the time for which the member was appoin-
ted. -----

----- Article IX -----

----- SUPERVISORY BOARD -----

1. The Foundation shall have a Board of Supervisory Directors, --
consisting of at least three members who have attained the age of
majority. -----
The qualifications to serve as member of the Board of Supervisory
Directors shall be described in the by-laws. -----
2. Vacancies in the Supervisory Board shall be filled by the ----
Board itself. -----
3. In the event the Supervisory Board is unable to fill vacancies
because of the absence of the entire Board, the senior Minister -
by that time employed by the Foundation shall appoint a new ----
Supervisory Board. -----
4. Members of the Supervisory Board shall have at all times, ----
jointly as well as severally, admittance to the buildings and ---
properties of the Foundation and shall have access at all times -
to the papers, books, records and documents of the Foundation, to
check the cash balance and to have the cash values of the -----
Foundation shown to them. -----
5. The membership of the Supervisory Board shall terminate: -----
a. at the death of the member; -----
b. by the loss of the power to administer his own property; --
c. upon receipt by at least one other member of a written ----
notice of his resignation; -----
d. upon the resolution to remove the member taken by the other
members of the Supervisory Board by unanimous vote, which -
resolution can only be taken for actions of the member ----
which are deemed contrary to the provisions of these -----
articles, the by-laws and in general the interest of the -
Foundation. -----
e. the member of the Supervisory Board fails to meet the ----
qualifications as stated in the by-laws. -----

----- Article X -----

----- DONATIONS -----

The Board of Directors has the power to make donations to -----
non profit institutions with objects similar to those described -
in the objects of these articles of incorporation. -----

----- Article XI -----

----- FISCAL YEAR -----

1. The fiscal year of the Foundation shall be the calendar year.
The fiscal year starts on the day of incorporation and ends on --
December thirty first nineteen hundred and eighty nine. -----

2. Within five months after expiration of the fiscal year the ---
Treasurer prepares a yearly report as to the income and expenses
of the Foundation. -----

3. Approval of the yearly report by the Board of Directors serves
as discharge for the Treasurer. -----

----- Article XII -----

----- AMENDMENT OF THE ARTICLES OF INCORPORATION -----

----- AND DISSOLUTION -----

1. Resolutions to amend the Articles of Incorporation or to dis-
solve the Foundation can only be adopted by unanimous vote of the
member of the Board of Directors after the prior approval of the
Supervisory Board. -----

2. The convocation regarding the meeting to decide upon the ----
amendment of the articles of incorporation or the dissolution ---
of the Foundation, shall mention the business of the meeting. ---

3. The members of the Board of Directors shall have an authentic
copy of the notarial deed of amendment recorded with the Chamber
of Commerce. -----

4. The members of the Board of Directors shall be charged with ---
the liquidation of the Foundation and shall give notice to the --
Chamber of Commerce of the liquidation. -----

5. A possible liquidation balance shall be donated to one or more
non-profit institutions with objects similar to those of this ---
Foundation, under the observance of the restrictions and limita-
tions as referred to in article III. -----

----- Article XIII -----

----- BY-LAWS -----

1. With the prior approval of Board of the Supervisory Directors
the Board of Directors shall have the power to make, alter, adopt
and amend by-laws of the Foundation which shall govern those ----
affairs of the Foundation which have not been arranged for in ---
these articles of incorporation. -----

2. The by-laws shall not be in violation with laws of the -----
Netherlands Antilles or these articles of incorporation. -----

3. The stipulations of the subsections 1. and 2. of article XII -
of these articles of incorporation shall apply to the making ----
altering, adopting and amendment of these by-laws. -----

----- Article XIV -----

As to matters for which no provisions have been made or given by
the laws of the Netherlands Antilles, the Board of Directors shall
decide. -----

Finally, the appearer declared that for the first time are ap- --
pointed members of the Board of Directors: -----

1. Mister REGINALD ANTONIO EMILIANO MARKES, the appearer; -----
2. Miss ALICE HABLUTZEL residing at Wilchingen, Switzerland, as
chairman; and -----

3. Mistress GERTRUD RUEGG, residing at Zürich, Switzerland, as --
secretary and treasurer, -----

and for the first time are appointed members of the Board of ----
Supervisory Directors: -----

1. Mister CARL HELDT, -----
residing at 55 Storekongensgade, Copenhagen, Denmark; -----

2. Miss MAUREEN BRIGATTI, -----
residing at Saint Hill Manor, East Grinstead, Sussex, England.

3. Mistress CATHERINE DE SIMONE née FRASER, -----
residing at Curacao, van Engelenweg 8. -----

The appearer and the witnesses are known to me. -----

----- OF WHICH THIS RECORD -----
Was executed in Curacao, on the date first mentioned in the in- -
troductory paragraph of this deed in the presence of the ladies -
Adèle Pauline van der Pluijm-Vrede, a notarial candidate and ----
Peggy Berretty van Riet, a secretary both residing in Curacao, as
witnesses. -----

Immediately after the reading this deed was signed by the -----
appearer, the witnesses and by me. -----
(signed): R.A.E. Markes. A. Vrede. P.v.Riet. Smeets.

ISSUED FOR TRUE COPY!

