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BYLAWS  
OF  
HUBBARD COLLEGE OF ADMINISTRATION

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

PREAMBLE

HUBBARD COLLEGE OF ADMINISTRATION (hereinafter referred to as "the corporation"), having incorporated for charitable purposes under the Nonprofit Public Benefit Corporation Law of the State of California does by these Bylaws prescribe the manner in which the purposes of its incorporation shall be accomplished.

ARTICLE I

Purpose

The corporation is founded with the specific purpose of instructing the public on subjects useful to the individual and beneficial to the community.

ARTICLE II

Definition of Terms

1.1 "Articles" shall mean the Articles of Incorporation of this corporation filed on December 17, 1990 as may be amended from time to time.

1.2 "Bylaws" shall mean the code of rules prescribed herein which are to be used, adopted and recognized for the regulation and management of the affairs of the corporation.

1.3 "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, 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.

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

1.5 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

Membership

The corporation shall have no members.

ARTICLE IV

Trustees

Section 4.1 Purpose. The purpose of the Board of Trustees shall be to elect Directors of the Corporation. In furtherance of this purpose the Trustees 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 4.2 Number of Trustees. The authorized number of Trustees shall be three (3) until changed by an amendment to this section 4.2 duly adopted by the unanimous vote of the Trustees.

Section 4.3 Qualifications. In order to serve as Trustees of the corporation whether as initial Trustees or a successor, 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 a Trustee of the corporation only so long as he is and remains:

- a. Well-versed in the technology and philosophy of L. Ron Hubbard;
- b. A proven executive, as evidenced by statistics;
- c. In good standing with the Mother Church of Scientology;
- d. Has attained the age of majority.

Section 4.4 Election; No Compensation. The initial Trustees of the Corporation shall be elected at the meeting of the Board of Directors ratifying these Bylaws. Trustees shall have lifetime tenure, subject to termination, however, as provided in Section 4.7. Trustees shall receive no compensation for their services as Trustees, but shall be entitled to reimbursement for reasonable expenses necessarily incurred on behalf of the corporation in their capacity as Trustees.

Section 4.5 Vacancies. A vacancy in the Board of Trustees, including a vacancy caused by an increase in the number of Trustees comprising the Board, shall be filled by a majority of the total number of Trustees in office, or by a sole remaining Trustee. If the Board of Trustees is unable to fill vacancies for any reason (and only in this unlikely event and only as a singular circumstance), then the Board of Directors shall appoint individuals to fill all existing vacancies on the Board of Trustees.

Section 4.6 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 4.7 Termination as Trustee. The term of a Trustee shall expire by his or her death, resignation, or removal in accordance with these Bylaws. A Trustee may resign at any time by giving written notice thereof to the Board of Trustees or the Board of Directors. A person's post as Trustee shall automatically terminate if he or she at any time fails to meet the qualifications of a Trustee stated in Section 4.3 of these Bylaws.

Section 4.8 Meetings of Trustees.

4.8.1 Annual Meeting. A meeting of the Trustees shall be held on the 1st Monday of November of each year 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 of a majority of the Trustees, and notice of any such change shall be given to each Trustee.

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

- i. Election of Directors.
- ii. Election or removal of Trustees.

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

4.8.4 Notice of Meetings. Notice of the annual meeting, when required, or any 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.

4.8.5. 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 not present 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 thereof. 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.

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

4.8.7 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.

4.8.8 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.

4.8.9 Action Without a 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 Directors.

4.8.10 Minutes and Consents. The Trustees shall cause records of actions taken at their meetings or by written consent to be kept with other records of the Trustees in a secure place.

## ARTICLE V

### Board of Directors

#### Section 5.1 Function and Authority of the Board.

5.1.1 Generally. The activities and affairs of the Corporation shall be managed and conducted, and all corporate

powers shall be exercised, by or under the direction of a Board of Directors. The Directors in general shall have all applicable powers conferred, permitted, or authorized by law as directors of a nonprofit public benefit 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.

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

(1) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered on behalf of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities;

(2) 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;

(3) Delegate to the Corporation's officers, or to their agents, regular and special duties of the Board of Directors, the delegation of which is permitted by law and consistent with the Articles;

(4) Change the principal office of the Corporation from one location to another, and establish and locate subsidiary offices of the Corporation.

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

(1) That no part of the net income or assets of the Corporation inures to the benefit of any person;

(2) 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 or for or against any cause or measure being submitted to the people for a vote;

(3) That the property, assets and net income of the Corporation remain irrevocably dedicated to charitable purposes; and

(4) That, upon the dissolution and winding up of the Corporation, and after payment or adequate provision is made for debts and obligations the remaining assets shall be distributed to one or more organizations which are described in Section 501(c)(3) of the Internal Revenue Code and which are organized and operated for charitable purposes.

Section 5.2 Election, Tenure and Compensation.

5.2.1 Election and Tenure. The initial Directors of the Corporation shall be selected by its incorporator. Thereafter, Directors shall be elected by the Trustees who shall elect one of the Directors as Chairman of the Board. Regular elections of 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 Directors. Directors shall hold office until the next annual meeting of the Trustees and until a successor has been elected and qualified. Directors may be re-elected.

5.2.2 No Compensation. Directors shall receive no compensation for their services as Directors, but shall be entitled to reimbursement for reasonable expenses incurred on behalf of the corporation, in their capacities as Directors.

5.2.3 Removal of Directors. A Director may be removed by the Trustees with or without cause.

5.2.4 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.

5.2.5 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 Trustees may elect a successor to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 5.3 Number and Qualification of Directors. The authorized number of Directors shall be three (3) until changed by an amendment to this Section 5.3 duly adopted by a unanimous vote of the Directors.

Section 5.4 Qualifications. In order to serve as

a Director and in order to continue to serve as a Director, each 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 Director only so long as he is and remains:

- a. Well-versed in the technology and philosophy of L. Ron Hubbard;
- b. A proven executive, as evidenced by statistics;
- c. In good standing with the Mother Church of Scientology;
- d. Has attained the age of majority.

Section 5.5 Meetings of Directors.

5.5.1 Annual Meeting. A meeting of the Directors shall be held during the month of November of each year 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 of a majority of the Directors, and notice of any such change shall be given to each Director.

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

5.5.3 Notice of Meetings. Notice of all special meetings of the Board of Directors, or of an annual or regular meeting to be held at a time or place other than a time or place fixed by resolution of the Board of Directors, shall be given to each Director in writing.

5.5.4 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.



5.5.5 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.

5.5.6 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.

5.5.7 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 during the month of November 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 changed by an amendment to this Section 5.5.7 duly adopted by the unanimous vote of the Board of Directors.

5.5.8 Use of Conference Telephones. The Board of 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. All such participants shall be deemed to be present in person at any such meeting.

5.5.9 Action without a 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.

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

## ARTICLE VI

### Officers of the Corporation

Section 6.1 Required Officers. Officers of the Corporation shall be elected by a majority vote of the Board of Directors at its annual meeting, and shall include a President, a Secretary, and a Treasurer each of whom shall serve at the pleasure of the Board. An officer may be 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 6.2 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 of Directors shall from time to time deem appropriate.

Section 6.3 Duties of the Officers.

6.3.1 The President shall have general supervisory responsibility for the business and affairs of the Corporation, subject to the control of the Board of Directors, and shall perform all duties customary to that office in accordance with any policies and directives approved by the Board of Directors or as these Bylaws 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.

6.3.2 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 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.

6.3.3 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 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 President or 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. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors, these Bylaws, the Articles or by law.

6.3.4 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.

6.3.5 The Secretary shall keep or cause to be kept records of all actions taken at meetings of the Trustees and 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 see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. 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. The Secretary shall perform any and all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors, the Articles, these Bylaws, or by law.

6.3.6 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 6.4 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, at any regular or special meeting of the Board.

Section 6.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board of Directors. 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 6.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled at any meeting of the Board of Directors.

Section 6.7 Execution of Contracts. Contracts, instruments of conveyance or encumbrance, or other obligations of the Corporation shall 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 Trustees, Directors and Officers

Trustees, 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 Public Benefit Corporation Law, and in particular Sections 5237 and 5238 thereof (including future amendments thereto), the Corporation 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 Sections 5237 and 5238. 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 act of self-dealing were the Corporation classified as a private foundation. 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

Statement of Non-Discriminatory Policy as to Students

The Corporation admits students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the Corporation. It does not discriminate on

the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE XI

Amendments

Unless otherwise provided in these Bylaws, these Bylaws may be amended or repealed and new Bylaws adopted by the Directors; provided that amended Bylaws or new Bylaws do not alter the purposes of this Corporation, or the qualifications of Directors or qualifications and powers of Trustees.

CERTIFICATION

We, the undersigned, do hereby certify:

1. That we are the Directors of HUBBARD COLLEGE OF ADMINISTRATION a nonprofit public benefit corporation incorporated under the laws of the State of California (the "Corporation"); and

2. That the foregoing Bylaws, consisting of 12 pages constitute a complete and accurate copy of the Bylaws of the Corporation, as duly adopted by the Directors of the Corporation on the 28 day of December 1990.

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

Dated: 28 Dec. 1990 [Signature] 28 Dec. 1990

Dated: 28 Dec 1990 [Signature]

Dated: 28 Dec 1990 [Signature]