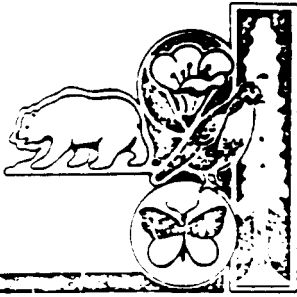




A



State of California

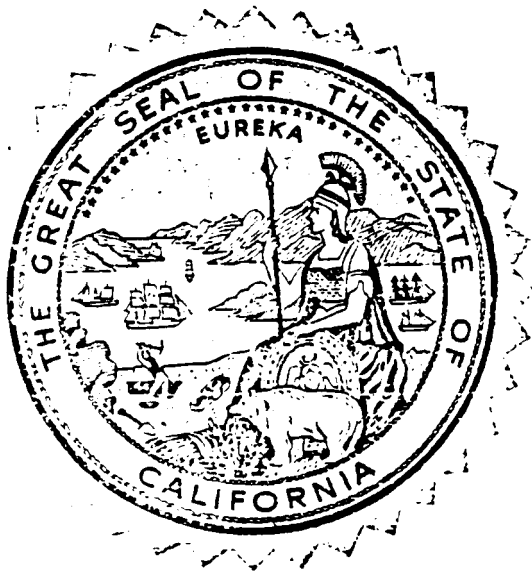
OFFICE OF THE SECRETARY OF STATE

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 8 - 1982



March Fong Eu

Secretary of State

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JUN 29 1982
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
SCIENTOLOGY MISSIONS INTERNATIONAL**

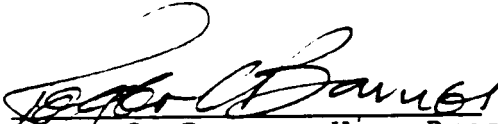
Roger C. Barnes and Ed. Brewer do hereby certify:

1. That they are the duly elected and acting Vice President and Secretary of Scientology Missions International, a California Nonprofit Religious Corporation;

2. That the Articles of Incorporation of this corporation are amended and restated to read as stated in Exhibit A attached hereto and included herein by this reference;

3. That the aforementioned Restated Articles of Incorporation of Scientology Missions International, consisting of 6 pages, constitutes the full, true and correct Restated Articles of Incorporation of said Corporation as adopted by unanimous vote of the Board of Trustees upon Special Resolution in Special Meeting on the nineteenth (19th) day of May, 1982; and

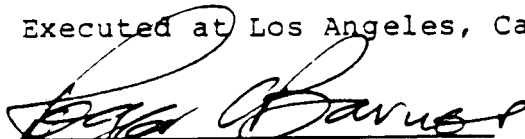
4. That, there being no members entitled to vote, this Restatement is adopted by the Board of Trustees alone.


Roger C. Barnes, Vice President
Scientology Missions International


Ed. Brewer, Secretary
Scientology Missions International

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Los Angeles, California on 17 June 1982.


Roger C. Barnes

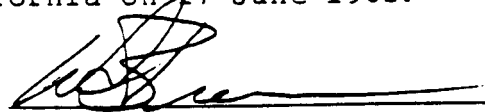

Ed. Brewer

EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
SCIENTOLOGY MISSIONS INTERNATIONAL

Pursuant to Section 9620 of the California Nonprofit Religious Corporation Law (and in accordance with Section 5819 of the California Corporations Code) and as directed by unanimous vote of the Board of Trustees upon Special Resolution passed in Special Meeting as required in Article VIII of the Articles of Incorporation, the Articles of Incorporation of Scientology Missions International are hereby amended and restated as follows:

ARTICLES OF INCORPORATION
OF
SCIENTOLOGY MISSIONS INTERNATIONAL

ARTICLE ONE

Name of the Corporation

The name of the Corporation shall be Scientology Missions International.

ARTICLE TWO

Duration of the Corporation

The duration of the Corporation shall be perpetual.

ARTICLE THREE

Purpose of the Corporation

This 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 primarily and exclusively for religious purposes. Its purpose is to expouse, 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 greatest 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 may be accomplished. Its purpose is to act as the Mother Church for Missions, which is the ultimate ecclesiastical authority with respect to the Scientology system of Missions. It shall be charged with overseeing and managing the ecclesiastical affairs of all Missions to ensure and maintain the purity and integrity of the religion of Scientology. 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 throughout the World; and

b. To regulate and conduct religious services, including 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, which shall be deemed to be Scientologists throughout the World.

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 Religious 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, meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the income or 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, nor shall the Corporation carry on any activities not permitted to be carried on by an organization exempt from California tax under Section 23701(d) of the Revenue and Taxation Code, as amended.

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

Initial Registered Agent

The Corporation's initial registered agent at the address of its registered office is omitted in this Restatement as required by Section 5819 of the Corporations Code.

ARTICLE SIX

Number, Names and Addresses of Initial Directors of the Corporation

The number of Directors constituting the Corporation's initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as the Corporation's initial Directors are omitted in this Restatement as required by Section 5819 of the Corporations Code.

ARTICLE SEVEN

Names and Addresses of Incorporators

The names and the addresses of the Corporation's Incorporators are omitted in this Restatement as required by Section 5819 of the Corporations Code.

ARTICLE EIGHT

No Members of the Corporation

This Corporation shall have no members.

ARTICLE NINE

**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 of, 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, and which would then meet the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, as amended.

ARTICLE TEN

**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.

Authority to Adopt This Restatement

Pursuant to Article VIII of the Original Articles of Incorporation, and as there are no members entitled to vote, the Board of Trustees alone is entitled to adopt these Restated Articles of Incorporation amending the Original Articles of Incorporation, and no approval of any other person or persons is required.

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