

2434653

ARTICLES OF INCORPORATION
OF
SOCIAL BETTERMENT PROPERTIES INTERNATIONAL

FILED *B*
in the office of the Secretary of State
of the State of California

JUN 12 2003

Kevin Shelley
KEVIN SHELLEY, SECRETARY OF STATE

ARTICLE ONE

Name of the Corporation

The name of the Corporation shall be Social Betterment Properties International.

ARTICLE TWO

Initial Agent for Service of Process

The name and address in the State of California of this Corporation's initial agent for service of process is:

Guy Maisnik
Jeffer, Mangels, Butler & Marmaro, LLP
1900 Avenue of the Stars, Seventh Floor
Los Angeles, CA 90067

ARTICLE THREE

Purpose of the Corporation

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. Specifically, the Corporation is organized to support Church of Scientology International by owning and managing real property used in Church of Scientology International's charitable public benefit program.

ARTICLE FOUR

Powers 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 at all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (whether voluntary or involuntary or by operation of law), or any other provisions of these Articles of Incorporation:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code"), its Regulations or the corresponding section of any future federal tax code, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of such Code and Regulations, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of California, or any other jurisdiction where it may carry on any activities.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable within the meaning of section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of or be distributable to its Directors or Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (including reimbursement of actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation).

H. The Corporation shall never be controlled, directly or indirectly, by one or more disqualified persons with respect to the Corporation (as defined in section 4946 of the Code) other than foundation managers.

I. The Corporation shall not carry on any activities not permitted to be carried on by an organization described in section 509(a)(3) of the Code.

J. Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;

(2) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE FIVE

Sole Member

In accordance with this Corporation's status as an integrate^d auxiliary of Church of Scientology International, Church of Scientology International shall be the Sole Member of this Corporation.

ARTICLE SIX

Directors of the Corporation

Directors shall be appointed by the Sole Member as provided in the Bylaws of the Corporation. The number of the Corporation's Directors may not be increased above five

(5) nor decreased below three (3), with the exact number of Directors to be fixed by resolution of the Sole Member.

ARTICLE SEVEN

Disposition of the Corporation's Assets Upon Dissolution


Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations qualified as tax exempt under section 501(c)(3) of the Code.

ARTICLE EIGHT

Amendment of the Corporation's Articles of Incorporation

Except as provided in sections 5812 and 5813.5 of the California Nonprofit Public Benefit Corporation Law, the articles of incorporation of the Corporation may be amended only upon the majority vote of all the Directors of the Corporation then incumbent and approval of the Corporation's Sole Member.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation in duplicate this 11th day of June, 2003.


Thomas C. Spring
Incorporator

I declare that I am the person who executed the above Articles of Incorporation and such instrument is my act and deed.


Thomas C. Spring

A0623538

2434653

RESTATED

ARTICLES OF INCORPORATION

OF

SOCIAL BETTERMENT PROPERTIES INTERNATIONAL

FILED
in the office of the Secretary of State
of the State of California

FEB 8 2005

Kevin Shelley
KEVIN SHELLEY, Secretary of State

Tom DeVocht and Gordon K. Steele certify that:

1. They are the President and Secretary, respectively, of SOCIAL BETTERMENT PROPERTIES INTERNATIONAL, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE ONE

Name of the Corporation

The name of the Corporation shall be Social Betterment Properties International.

ARTICLE TWO

Initial Agent for Service of Process

The name and address in the State of California of this Corporation's initial agent for service of process is:

Guy Maisnik
Jeffer, Mangels, Butler & Marmaro, LLP
1900 Avenue of the Stars, Seventh Floor
Los Angeles, CA 90067

ARTICLE THREE

Purpose of the Corporation

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit

Corporation Law for charitable purposes. Specifically, the Corporation is organized to support Church of Scientology International by owning and managing real property used in Church of Scientology International's charitable public benefit program.

ARTICLE FOUR

Powers 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 at all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (whether voluntary or involuntary or by operation of law), or any other provisions of these Articles of Incorporation:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code"), its Regulations or the corresponding section of any future federal tax code, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of such Code and Regulations, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of California, or any other jurisdiction where it may carry on any activities.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable within the meaning of section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of or be distributable to its Directors or Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (including reimbursement of actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation).

H. The Corporation shall never be controlled, directly or indirectly, by one or more disqualified persons with respect to the Corporation (as defined in section 4946 of the Code) other than foundation managers.

I. The Corporation shall not carry on any activities not permitted to be carried on by an organization described in section 509(a)(3) of the Code.

J. Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;

(2) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

K. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall inure to the benefit of private persons.

ARTICLE FIVE

Sole Member

In accordance with this Corporation's status as an integrated auxiliary of Church of Scientology International, Church of Scientology International shall be the Sole Member of this Corporation.

ARTICLE SIX

Directors of the Corporation

Directors shall be appointed by the Sole Member as provided in the Bylaws of the Corporation. The number of the Corporation's Directors may not be increased above five (5) nor decreased below three (3), with the exact number of Directors to be fixed by resolution of the Sole Member.

ARTICLE SEVEN

Disposition of the Corporation's Assets Upon Dissolution

Upon dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to, and only to, a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code and which has established its tax exempt under section 501(c)(3) of the Code.

ARTICLE EIGHT

Amendment of the Corporation's Articles of Incorporation

Except as provided in sections 5812 and 5813.5 of the California Nonprofit Public Benefit Corporation Law, the articles of incorporation of the Corporation may be amended only upon the majority vote of all the Directors of the Corporation then incumbent and approval of the Corporation's Sole Member.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Corporation's Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the Corporation's Sole Member.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct and of our own knowledge.

Executed in Los Angeles, California.



Tom DeVocht, President

Date: 4 20 2004, 2004



Gordon K. Steele, Secretary

Date: 22 October 2004

**RESOLUTIONS ADOPTED BY
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
SOCIAL BETTERMENT PROPERTIES INTERNATIONAL**

We, the undersigned, being all of the members of the Board of Directors of Social Betterment Properties International ("SBPI"), a nonprofit public benefit corporation, do by this written consent take the following action and adopt the following resolutions.

WHEREAS, the California State Board of Equalization, Property and Special Taxes Department has rejected SBPI's organizational clearance certificate application on the basis that it believes that SBPI's Articles of Incorporation does not include an irrevocable dedication clause and that the dissolution clause is insufficient, it is therefore:

RESOLVED: That the Corporation's Articles of Amendment be amended and restated by adding a new paragraph K to ARTICLE FOUR and amending ARTICLE SEVEN so that it reads as follows:

ARTICLE SEVEN

Disposition of the Corporation's Assets Upon Dissolution

Upon dissolution or winding up of the Corporation in any manner of for any reason, voluntary or involuntary, its assets, if any, remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to, and only to, a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

RESOLVED: That upon approval of the aforementioned amendments to and restatement of the Articles of Incorporation by CSI, the Corporation's Sole Member, the Secretary is hereby instructed to duly record such amendments with the California Secretary of State's Office and to send a certified copy thereof to the Board of Equalization's Assessment Policy and Standards Division.

This consent is executed pursuant to the Bylaws of the corporation which authorize the taking of action by unanimous written consent without a meeting.

Dated: 4 AFO 2004 *Carole Cant*

Dated: 22 Oct 2004 *Kirk Steele*

Dated: 24 Oct 2004 *[Signature]*

**RESOLUTIONS ADOPTED BY
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CHURCH OF SCIENTOLOGY INTERNATIONAL**

We, the undersigned, being all the members of the Board of Directors of Church of Scientology International, a nonprofit religious corporation, do by this written consent take the following action and adopt the following resolutions.

WHEREAS, CSI is the sole member of Social Betterment Properties International (SBPI); and

WHEREAS, according to the Bylaws of SBPI any changes to its Articles of Incorporation must have both the approval of SBPI's board of directors and the Sole Member; and

WHEREAS, the California State Board of Equalization, Property and Special Taxes Department has rejected SBPI's organizational clearance certificate application (for property tax exemption on properties that SBPI owns) on the basis that it believes that SBPI's Articles of Incorporation do not include an irrevocable dedication clause and that the dissolution clause is insufficient; and

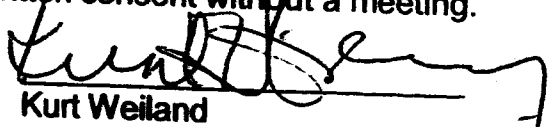
WHEREAS, the board of SBPI has adopted amendments to its Articles of Incorporation to correct the points brought up by the State Board;

RESOLVED: That the attached Restated Articles of Incorporation for SBPI adding a new paragraph K to ARTICLE FOUR and amending ARTICLE SEVEN are hereby approved.

RESOLVED FURTHER: That the officers of the corporation or any of them singly, are hereby authorized to take all necessary actions and execute all necessary documents to implement the foregoing resolution.

This consent is executed pursuant to the Bylaws of the corporation which authorize the taking of action by unanimous written consent without a meeting.

Dated: 9 Dec 07


Kurt Weiland

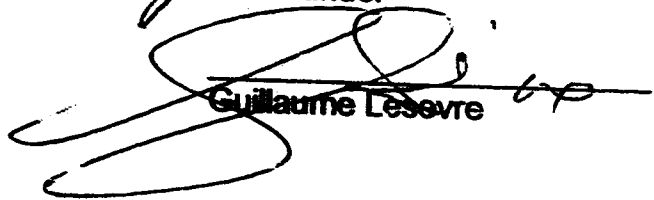
Dated: 8 Dec 04


Catherine Rinder

Dated: 30 Jan 05


Mike Rinder

Dated: 9 Dec 04


Guillaume Lesèvre



State of California

N

Secretary of State

STATEMENT OF INFORMATION (Domestic Nonprofit Corporation)

E-201565

FILED

In the office of the Secretary of State
of the State of California

Filing Fee \$20.00. If amendment, see instructions.

IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

Dec - 13 2005

1. CORPORATE NAME (Please do not alter if name is preprinted.)

C2434653

SOCIAL BETTERMENT PROPERTIES INTERNATIONAL

1710 IVAR AVENUE

LOS ANGELES, CA 90028

This Space For Filing Use Only

COMPLETE PRINCIPAL OFFICE ADDRESS (Do not abbreviate the name of the city Item 2 cannot be a P.O. Box.)

2 STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY

CITY

STATE

ZIP CODE

1710 IVAR AVENUE LOS ANGELES, CA 90028

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

3 CHIEF EXECUTIVE OFFICER:

ADDRESS

CITY AND STATE

ZIP CODE

LYMAN D. SPURLOCK 1710 IVAR AVENUE LOS ANGELES, CA 90028

4 SECRETARY:

ADDRESS

CITY AND STATE

ZIP CODE

GORDON 'KIRK' STEELE 1710 IVAR AVENUE LOS ANGELES, CA 90028

5 CHIEF FINANCIAL OFFICER:

ADDRESS

CITY AND STATE

ZIP CODE

EDYTH QUILLIN 1710 IVAR AVENUE LOS ANGELES, CA 90028

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 7 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 7 must be left blank.)

6 NAME OF AGENT FOR SERVICE OF PROCESS

GUY MAISNIK

7 ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

CITY

STATE

ZIP CODE

JEFFERS, MANGELS, BUTLER & MARMO LLP 1900 AVENUE OF THE STARS, SEVENTH FLOOR LOS ANGELES, CA 90067

DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT (California Civil Code section 1350, et seq.)

8 Check here if the corporation is an association formed to manage common interest development under the Davis-Stirling Common Interest Development Act and proceed to items 9, 10 and 11

NOTE: Corporations formed to manage a common interest development must also file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code section 1363.6. Please see instructions on the reverse side of this form.

9 ADDRESS OF BUSINESS OR CORPORATE OFFICE OF THE ASSOCIATION, IF ANY

CITY

STATE

ZIP CODE

10 FRONT STREET AND NEAREST CROSS STREET FOR THE PHYSICAL LOCATION OF THE COMMON INTEREST DEVELOPMENT

(Complete if the business or corporate office is not on the site of the common interest development)

9-DIGIT ZIP CODE

11 NAME AND ADDRESS OF ASSOCIATION'S MANAGING AGENT, IF ANY

CITY

STATE

ZIP CODE

12 THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT

JAMES L MORROW

CORPORATE DIR

12/13/2005

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

TITLE

DATE