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# State of Florida



## Department of State

I certify that the attached is a true and correct copy of Amended and Restated Articles of Incorporation of CHURCH OF SCIENTOLOGY FLAG SERVICE ORG, INC., a Florida corporation not for profit filed on June 29, 1982, as shown by the records of this office.

The charter number of this corporation is 758400.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
2nd day of July, 1982.



A handwritten signature in black ink, appearing to read "George Firestone".

George Firestone  
Secretary of State

FILED

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

JUN 29 3 52 PM '82  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CHURCH OF SCIENTOLOGY FLAG SERVICE ORG. INC.

PREAMBLE

The undersigned, all being natural persons who have reached majority and who are competent to contract, pursuant to Chapter 617, Florida Statutes, hereby amend and completely restate the Articles of Incorporation of the Church of Scientology Flag Service Org. Inc., a non profit corporation organized under the laws of the State of Florida, filed on May 19, 1981, under Charter number 758400. These Amended and Restated Articles of Incorporation were duly adopted by written action of the Board of Directors and Voting Members, dated 2 June 1982.

ARTICLE ONE

Name of the Corporation

The name of the corporation shall be Church of Scientology Flag Service Org. Inc.

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 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, 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 including all powers provided in Florida Statutes Section 617.021; PROVIDED HOWEVER, that:

a. The property of the corporation is irrevocably dedicated to religious purposes, and no part of the income or assets of the corporation shall ever inure to the benefit of any private party or individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distribution in furtherance of the purposes set forth in Article Three hereof; 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

##### Initial Registered Office and Initial Registered Agent

The corporation's initial registered office shall be:

500 Cleveland Street

Clearwater, Florida 33515

The corporation's initial registered agent at the address of its registered office shall be:

Molly Baxter

#### 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:

Carl Carlson  
200 North Osceola Ave.  
Clearwater, Florida

Molly Baxter  
2056 US Highway #19 South  
Largo, Florida

Jackie McGinley  
2056 US Highway #19 South  
Largo, Florida

The number of the corporation's Directors may not be increased above five (5) or decreased below three (3) without amendment of the corporation's articles of incorporation.

#### ARTICLE SEVEN

##### Names and Adresses of Incorporators

The names and the addresses of the corporation's incorporators are as follows:

Carl Carlson  
200 North Osceola Ave.  
Clearwater, Florida

Molly Baxter  
2056 US Highway #19 South  
Largo, Florida

Jackie McGinley  
2056 US Highway #19 South  
Largo, Florida

ARTICLE EIGHT

No Members of the Corporation

This corporation shall have no members.

ARTICLE NINE

Capital Stock

This corporation is not authorized, nor shall it have the power, to issue capital stock.

ARTICLE TEN

Management of Corporation

The affairs of the corporation are to be managed by the Board of Directors, which shall be the governing body of the corporation, and which shall have authority to control, regulate, oversee, and manage its activities, affairs, and properties. The Board of Trustees shall elect the Board of Directors at the annual meeting of the Board of Trustees or at any special meeting called specifically for that purpose. The manner in which Directors and Trustees shall be chosen and removed from office, their qualifications, powers, duties, and tenure of office, the manner of filling vacancies and the manner of calling and holding meetings shall be as stated in the Bylaws.

ARTICLE ELEVEN



Names of Officers of the Corporation

The names of the persons who are to act in the capacity of officers until the selection of their successors at the annual meeting of the Board of Directors or at any special meeting called for that purpose are:

Carl Carlson    President  
Laura Wolfe    Vice-President  
John Danilovich    Secretary  
Jackie McGinley    Treasurer

ARTICLE TWELVE

Bylaws

The Board of Directors of the Corporation shall have the power to make, alter, adopt, and amend the Bylaws of the corporation. These Bylaws shall govern the affairs of the corporation.

ARTICLE THIRTEEN

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 FOURTEEN

##### 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 vote and written consent of the Trustees of the corporation, if any, and the unanimous vote and written consent of the Directors of the corporation then incumbent.

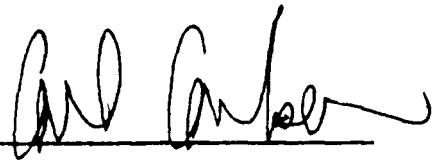
#### ARTICLE FIFTEEN


##### Written Consent

Any action required or permitted to be taken by the Board of Directors or Board of Trustees under any provision of law, may be taken without a meeting, if all members of the Board's shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such written

action shall have the same force and effect as the unanimous vote of the Board's. Any certificate or other document filed under any provisions of law, which relate to action so taken shall state that the action was taken by the unanimous written consent of the Board's without a meeting, and that the Articles of Incorporation authorize the Board's to so act.

IN WITNESS WHEREOF, we and each of us have subscribed these articles of incorporation, in duplicate, on this the 2nd day of June, 1982.

BY   
Its President

BY   
Its Secretary