



Mr G.C.A. SMEETS

Mr J.W.M. THESSELING

NOTARISSEN

CURACAO NEDERLANDSE

ANTILLEN

SMEETS THESSELING & VAN BOKHORST

CURACAO

NEW YORK

BRUSSEL

JH/cp

Upon this, twentieth day of August nineteen hundred and ninety-three

appeared before me, Gerard Christoffel Antonius Smeets, a Civil Law Notary of Curacao, in the presence of the witnesses to be mentioned hereinafter:

Mister Jan-Mathijs Petrus Hermans, a notarial-candidate, residing in Curacao.

The appearer declared: that by resolution of the Board of Directors after prior approval of the Supervisory Board of the foudnation.

"FOUNDATION CHORCH OF SCIENTOLOGY FLAG SHIP SERVICE ORGANIZATION" established in Curacao, hereinafter referred to as the "Foundation" held in Curacao on August twentieth nineteen hundred and ninety-three, it was lawfully decided to amend the articles of incorporation of the Foundation as will be mentioned hereinafter, while, inter alia, the appearer was authorized to effectuate said resolution.

Said proxy and authorizations are evidenced from a Board resolution and from a Supervisory Board meeting, copies of such resolutions will be attached to this deed.

In order to effectuate said resolutions the appearer declared to amend the articles of incorporation of the Foundation as follows:

NAME AND SEAT

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

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

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

DURATION
The Foundation has been incorporated for an indefinite period.

ARTICLE III
OBJECTS AND THE MEANS OF ATTAINMENT

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 awareness of his Beingness, Doingness and Knowingness;

2. The Foundation shall attain its objective by means of:
a. conducting religious services, including worship services;
b. conducting religious and educational activities of various
c. operating a bookshop;
d. operating facilities, including the M/V Freewinds, as religious retreats for Scientologists;
e. providing accomodations to parishioners who come to the Foundation's facilities to participate in religious activities ; and
f. conducting all other legal activities 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 Foudation 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

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

FINANCIAL MEANS

The financial means of the Foundation consist of;

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

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 Supervisory

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

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 registered 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

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

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 meeting 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 Supervisory 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 appointed.

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
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;
c. 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 exclusively for charitable, religious or educational purposes to one or

more of the non-profit organizations of the religion of Scientology / described in section 501(c) (3) of the United States Internal Revenue Code, which are organized and operated exclusively for religious purposes, no part of the net earnings of which inure to or may be used for the private benefit of any person, and which do not engage in political activity.

Article XI FISCAL YEAR

1. The fiscal year of the Foundation shall be the calendar year.
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 dissolve the Foundation can only be adopted by the unanimous vote 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 of the liquidation to the Chamber of Commerce.
5. Any liquidation balance shall be donated to one or more of the non-profit organizations of the religion of Scientology, described in section 501(c) (3) of the United States Internal Revenue Code, which are organized and operated exclusively for religious purposes, no part of the net earnings of which inure to or may be used for the private benefit of any person, and which do not engage in political activity.

Article XIII

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, amending and adopting of these by-laws.

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.

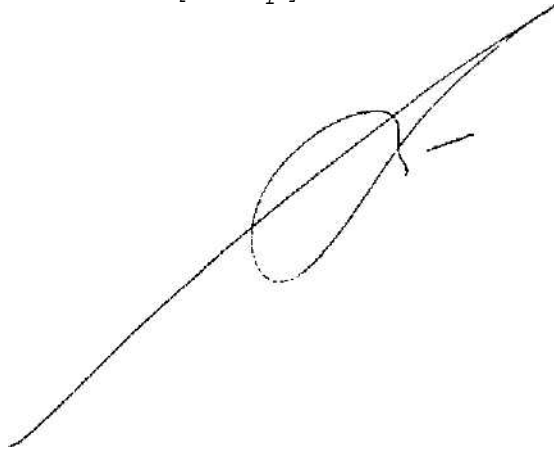
The appearer and the witnesses are known to me, the notary. OF WHICH THIS RECORD

Was executed in Curacao, on the date first mentioned in the introductory paragraph of this deed, in the presence of the ladies Ceslyn Narcisse Pop, nfe Cardose and Enid Altagracia Jardim, nfe van der Hansz, both clerk and both residing in Curacao, as witnesses.

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Immediately after the reading this deed was signed by the
appearer, the witnesses and by me, the notary. ■ -----
(singed) J.M. Hermans; C. Pop; E. Jardim; Smeets. -----
ISSUED FOR TRUE COPY

[stamp]

A handwritten signature in black ink, consisting of a long, sweeping horizontal stroke that curves upwards at the end, with a smaller, more complex flourish above it.