

F960000001900

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Foundation International Membership Services Administrations, Inc.
(doing business as "IAS Administrations")
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Paul B. Johnson

(Name of Person)

Johnson & Johnson

(Firm/Company)

100 South Ashley Drive, Suite 1450

(Address)

Tampa, Florida 33602

(City, State and Zip Code)

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04/16/96--01096--004
*****70.00 *****70.00

SECRET
TALLAHASSEE, FLORIDA

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FILED

For further information concerning this matter, please call

Paul B. Johnson

(Name of Person)

at (813) 223 - 5321

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000003

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

[Foundation International Membership Services Administrations, Inc.]

1. (Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Curacao, Netherlands Antilles 3. 98-0136014
(State or country under the law of which it is incorporated) (FEI number, if applicable)
18 August 1993 Perpetual

4. (Date of incorporation) 5. (Duration: Year corp. will cease to exist or "perpetual")
Has not conducted Affairs in Florida to this date

6. (Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)

7. Abraham de Veerstraat #4

Curacao, Netherlands Antilles
(Current mailing address)

8. See enclosed Articles of Incorporation, Article III (1).

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Paul B. Johnson; Johnson & Johnson

(Name)

100 South Ashley Drive, Suite 1450

(Office address)

Tampa

33602

(City)

, Florida,

(zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Paul B. Johnson

(Registered agent's signature)

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TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or Directors: (Street address only- P. O. Box NOT acceptable)

A.DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: JANET LIGHT
Address: c/o S.E.L. Maduro & Sons, Maduro Plaza
Dokweg #19, Curacao, Netherlands Antilles

Vice Chairman: EWA RONNQUIST
Address: c/o S.E.L. Maduro & Sons, Maduro Plaza
Dokweg #19, Curacao, Netherlands Antilles

Director: LISE LANDRY COHEE
Address: c/o S.E.L. Maduro & Sons, Maduro Plaza
Dokweg #19, Curacao, Netherlands Antilles

Director: DEBORAH FRASER
Address: c/o S.E.L. Maduro & Sons, Maduro Plaza
Dokweg #19, Curacao, Netherlands Antilles

B.OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Lise Landry
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Lise Landry, Director

(Typed or printed name and capacity of person signing application)

ADDENDUM

SUBJECT: Foundation International Membership Services Administrations
(doing business as IAS Administrations)

12. A. DIRECTORS

Director: CTM Corporation N.V
Address: 21 A Van Engelenweg
Curacao, Netherlands Antilles

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CERTIFICATE OF GOOD STANDING

The undersigned,

Andreas Maria Petrus Eshuis, a deputy civil-law notary of Curaçao, acting for Gerard Christoffel Antonius Smeets, a civil-law notary of Curaçao, Netherlands Antilles,

DOES HEREBY CERTIFY:

1. that "FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATIONS"

a foundation established at and having its registered office at 4 Abraham de Veerstraat in Curaçao, Netherlands Antilles, hereinafter referred to as the "Foundation" - has been incorporated by Deed of Incorporation, executed on August 18th, 1993, before the undersigned;

2. that the Foundation is a legal entity, legally existing and in good standing and has the power to transact any business within the limits of its purposes set forth in Article III of its Articles of Incorporation;

3. that according to Article V of its Articles of Incorporation the Foundation is managed by a Board of Directors consisting of at least three Boardmembers and that the Foundation shall be represented towards third parties in all matters, including court matters, by the Chairman, or the Secretary or the Treasurer, subject to the provisions of Article VII;

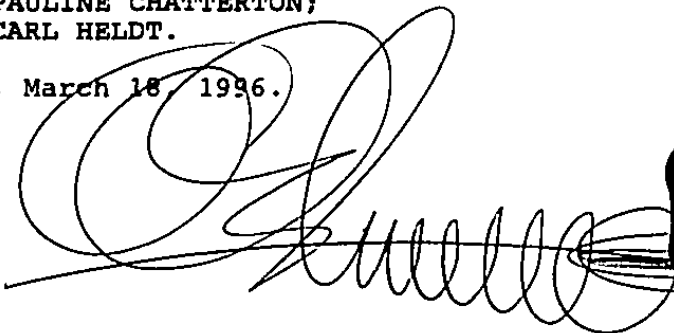
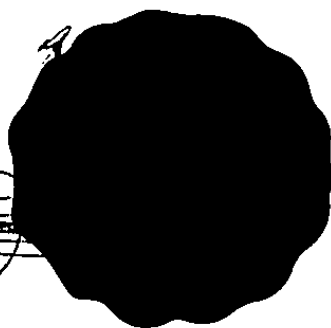
4. that the Board of Directors of the Foundation presently consists of:

- JANET MURRAY LIGHT;
- DEBORAH FRASER;
- EWA TERES INGEGARD RONNQVIST-LANCIAI;
- LISA LANDRY;
- CTM CORPORATION N.V., established in Curaçao, at 21 A van Engelenweg;

5. that the Board of Supervisory Directors of the Foundation presently consist of:

- MARK INGBER;
- PAULINE CHATTERTON;
- CARL HELDT.

Curaçao, March 18, 1996.

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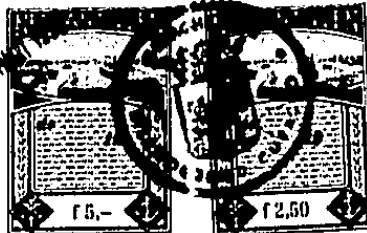
APOSTILLAGE

(Convention de La Haye du 5 octobre 1961)

1. Country: *Curacao, Netherland Antilles*
This public document
2. Has been signed by A.M.P. Eshuis
3. acting in the capacity of *substitute for civil-law notary G.C.A. Smets*
4. bears the seal/stamp of said notary
G.C.A. Smets

CERTIFIED

5. at *Curacao*
6. the 10 MAI 1996
7. *For the Lieutenant Governor of the Island of Curacao, the Head of the Dept. "Civil Registry & Elections"*
8. No. 619
9. Seal/Stamp
10. Signature:



[Handwritten signature]

G.S. Rojer

KAMER VAN KOOPHANDEL EN NIJVERHEID
(CHAMBER OF COMMERCE AND INDUSTRY)

DOSSIER S-1272
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CURACAO FOUNDATIONS REGISTER

Excerpt from the registration of a Foundation

Name of the Foundation : **FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATIONS**

Abbreviated name : **IAS ADMINISTRATIONS**

Statutory seat : **Curaçao, Netherlands Antilles**

Date of Establishment : **August 18, 1993**

Address : **Curaçao, 4 Abraham de Veerstraat**

Objects of the Foundation :

1. to operate exclusively for 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 participant in Scientology wishing to do so may derive the greatest possible good of the spiritual awareness of this Beingness, Doingness and Knowingness.

The Foundation's specific religious objectives are to provide support services for Scientology membership organizations and to maintain communications between Scientology membership organizations and member Scientologists on matters of common religious concern.

2. The Foundation shall attain its objective by means of supporting Scientology membership organizations through:

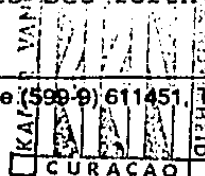
- a. publishing membership magazines, newsletters and other communications;
- b. engaging in activities promoting Scientology;
- c. providing general administrative services and handling legal matters for Scientology membership organizations;
- d. providing and arranging for the provision of membership conventions;

e. providing administrative services for grant programs by Scientology membership organizations;

f. all other legal activities in order 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 Foundation shall ever inure to the benefit of any private person except, that the foundation shall be authorized and empowered to pay reasonable compensation for service rendered and to make distribution in furtherance of the purposes set forth in this



KAMER VAN KOOPHANDEL EN NIJVERHEID
(CHAMBER OF COMMERCE AND INDUSTRY)

article and make donation as set forth in article X.

5. 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, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

Brief description of the foundation's financial means:

- receipts out of activities;
- donations;
- gifts, legacies and inheritances;
- any other legal income or earning.

MEMBERS OF THE BOARD:

LIGHT, JANET MURRAY, born on June 13, 1953, c/o S.E.L. Maduro & Sons N.V., Freewinds, Curaçao, Netherlands Antilles.

RONNQUIST-LANCIAI, EWA TERES INGEGARD, born on April 17, 1947, c/o S.E.L. Maduro & Sons N.V., Freewinds, Curaçao, Netherlands Antilles.

LANDRY, LISE, born on January 21, 1964, c/o S.E.L. Maduro & Sons N.V., Freewinds, Curaçao, Netherlands Antilles.

CTM CORPORATION N.V., established at 21A Van Engelenweg, Curaçao, Netherlands Antilles.

FRASER, DEBORAH, born on August 31, 1950, c/o S.E.L. Maduro & Sons N.V., Freewinds, Curaçao, Netherlands.

*

*

BOARD OF SUPERVISORY DIRECTORS:

*

*

INGBER, MARK, born on July 24, 1946, residing at 1710 Ivar Avenue, Suite 1105, Los Angeles Cal 90028-5111.

CHATTERTON, PAULINE, born, August 19, 1942, residing at The Stables Saint Hill Green East Grinstead, Sussex, England

HELDT, CARL, born on September 8, 1948, residing at 55 Store Kongensgade, 1264 Copenhagen, Denmark.

Curaçao, March 15, 1996
For excerpt



Mr G.C.A. SMEETS

Mr J.W.M. THESSELING

NOTARISSEN

CURAÇAO

NEDERLANDSE ANTILLEN

SMEETS THESSELING VAN BOKHORST SPIGT

CURAÇAO

NEW YORK .

BRUSSEL

Upon this, eighteenth day of August nineteen hundred and ninety-three, -----
 appeared before me, Gerard Christoffel Antonius Smoots, a Civil Law Notary of Curacao, in the presence of the witnesses to be ---
 mentioned hereinafter: -----
 Mister Jan-Mathijs Potrus Hermans, a notarial-candidate, -----
 residing in Curacao, in these presents acting as proxy in -----
 writing of: -----

1. Ms. Janet Murray Light, residing not at a permanent address, -
 living aboard the S.M.V. Freewinds, and having her last -----
 permanent address at Clearwater, Florida; and -----
 2. Ms. Catherine Grant, née Fraser, residing not at a permanent -
 address, living aboard the S.M.V. Freewinds, and having her --
 last permanent address at Curacao, Netherlands Antilles; ----
- Said proxy is evidenced by a private deed containing a power of -
 attorney, which - after having been authenticated and signed in -
 accordance with the law - will be attached to this deed. -----
 The appearer, acting as aforementioned, declared that he wishes -
 to incorporate a Foundation which shall be governed by the -----
 following Articles of Incorporation. -----

----- Article I -----
 ----- NAME AND DOMICILE -----

1. The Foundation is named: -----
"FOUNDATION INTERNATIONAL MEMBERSHIP SERVICES ADMINISTRATIONS".
 The Foundation can also act under the name of -----
"IAS ADMINISTRATIONS." -----
2. It has its seat in Curacao, Netherlands Antilles. -----

----- Article II -----
 ----- DURATION -----
 The Foundation has been incorporated for an indefinite period of
 time. -----

----- Article III -----
 ----- OBJECTS AND THE MEANS OF ATTAINMENT OF ITS OBJECTS -----

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 participant in Scientology wishing to do so may derive the
 greatest possible good of the spiritual awareness of his ----
 Beingness, Doingness and Knowingness. -----
 The Foundation's specific religious objectives are to provide
 support services for Scientology membership organizations and
 to maintain communications between Scientology membership ----
 organizations and member Scientologists on matters of common -
 religious concern. -----
2. The Foundation shall attain its objective by means of suppor-
 ting Scientology membership organizations through: -----
 - a. publishing membership magazines, newsletters and other ----
 communications; -----
 - b. engaging in activities promoting Scientology; -----
 - c. providing general administrative services and handling ----
 legal matters for Scientology membership organizations; ---
 - d. providing and arranging for the provision of membership ----
 conventions; -----
 - e. providing administrative services for grant programs by ---
 Scientology membership organizations; -----
 - f. conducting all other legal activities in order 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 Foundation 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 ---- Article X. -----
5. No substantial part of the activities of the Foundation shall be devoted to attempts to influence legislation, by propagan- da, 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 ---- office. -----

----- Article IV -----
----- FINANCIAL MEANS -----

The financial means of the Foundation consist of: -----
a. receipts out of activities; -----
b. donations; -----
c. gifts, legacies and inheritances; and -----
d. any other legal income. -----

----- Article V -----
----- BOARD OF DIRECTORS -----

1. The Foundation is administered and managed by a Board of ---- Directors, consisting of at least three members, each of whom has attained the age of majority and at all times at least one of --- whom is a resident of the Netherlands Antilles. -----
The qualifications to serve as member of the Board of Directors - shall be described in the by-laws. -----
2. The Board of Directors shall function under the supervision of a body referred to as the Supervisory Board, and Board members -- shall be appointed and dismissed by members of the Supervisory -- Board. -----
3. The Board of Directors shall elect from among its midst a ---- Chairman, one or more Vice Chairpersons, a Secretary and a ----- Treasurer; the latter two functions can be held by one person. --
4. The Board of Directors meets whenever any member so desires. -
5. Meetings are convened by cable, telex, telephone, 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. -----
6. No items, other than those mentioned in the convocations, may be dealt with or acted upon at the meeting, except as provided -- for in Article VI, section 5. -----

----- 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 - or by telex. -----
3. Unless otherwise provided for in these Articles, all resolu- - tions 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 remaining 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. if the Board member 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 Supervisory Board itself. -----
3. In the event the Supervisory Board is unable to fill vacancies because of the absence of the entire Board, the Board of Directors of the International Association of Scientologists 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 member of the Board of Directors 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 or the general interest of the Foundation; -----

- o. If 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 exclusive-
ly for charitable, religious or educational purposes to one or --
more of the non-profit organizations of the religion of Sciento-
logy, described in section 501(c)(3) of the United States Inter-
nal 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.
The initial fiscal year starts on the day of incorporation and --
ends on December thirty first nineteen hundred and ninety-three.
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 the discharge for the Treasurer. -----

----- Article XII -----
-- AMENDMENT OF THE ARTICLES OF INCORPORATION AND DISSOLUTION --

1. Resolutions to amend the Articles of Incorporation or to dis-
solve the Foundation can only be adopted by the unanimous vote of
the Board of Directors after the prior approval of the Supervi- -
sory 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 -----
----- BY LAWS -----

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 the 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. -----

----- Article XIV -----
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. -----

Finally, the appearer declared that for the first time are -----
appointed members of the Board of Directors: -----

1. Ms. Janet Murray Light, residing not at a permanent address, -
living aboard the S.M.V. Freewinds, and having her last -----
permanent address at Clearwater, Florida; -----
2. Mrs. Catherine Grant, née Fraser, residing not at a permanent
address, living aboard the S.M.V. Freewinds, and having her --
last permanent address at Curacao, Netherlands Antilles; -----
3. Ms. Ewa Teres Ingegard Ronnquist-Lanciai, residing not at a --
permanent address, living aboard the S.M.V. Freewinds, and ---
having her last permanent address at Stockholm, Sweden; -----
4. Ms. Lise Landry, residing not at a permanent address, living -
aboard the S.M.V. Freewinds, and having her last permanent ---
address at Montreal, Quebec, Canada; and -----
5. CTM Corporation, a Netherlands Antilles Corporation, -----
established in Curacao; -----

and for the first time are appointed members of the Board of ----
Supervisory Directors: -----

1. Mr. Marc Yager, residing at Los Angeles, California; -----
2. Ms. Maureen Brigatti, residing not at a permanent address, ---
living aboard the S.M.V. Freewinds, and having her last -----
permanent address at East Grinstead, Sussex, England, United -
Kingdom and -----
3. Ms. Pauline Chatterton, residing at East Grinstead, Sussex, ---
England, United Kingdom. -----

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, née Cardose and Enid Altagracia Jardim, née
van der Hansz, both clerk and both residing in Curacao, as -----
witnesses. -----

Immediately after the reading this deed was signed by the -----
appearer, the witnesses and by me, the notary. -----
(signed) J. Hermans; C. Pop; E. Jardim; Smeets. -----

ISSUED FOR TRUE COPY!

