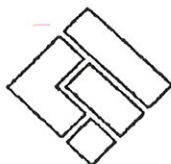
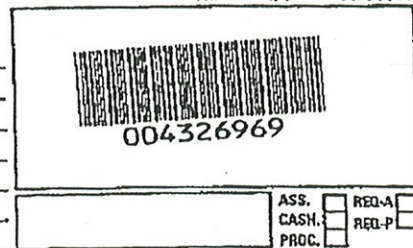


409 1/1 30 Oct 91

ASC registered agent number 2949  
 lodging party or agent name Worldwide Church of God  
 address Ambassador Dr., Burleigh  
Gdns Ind. Est. postcode 4220  
 telephone (075) 93 4544  
 facsimile (075) 93 4662  
 DX number \_\_\_\_\_ suburb/city \_\_\_\_\_



Australian Securities Commission

form 409

Notification of  
**change to details of a foreign company or a  
 registered Australian body**

Corporations Law  
 361(1)(a), (b) & (d)(i)

corporation name Worldwide Church of God  
 AR.B.N. ARBN 010 019 986

(tick boxes which apply)

Change of name

date of change (d/m/y) / /

new corporation name \_\_\_\_\_

- enclose a certified copy of the Certificate of Incorporation of the registered foreign company or registered Australian body
- or a document of similar effect, such as a certificate or document evidencing the change or alteration
- or where no such document exists, a statement of the change.



X  Change of constitution

date of change (d/m/y) 06/87

- enclose a certified copy of the document authorising the change and a certified copy of the changes to the constitution.

Change to powers of local directors (foreign company only)

date of change (d/m/y) / /

- enclose a written memorandum executed by, or on behalf of, the foreign company stating the powers of the local directors as altered.

Certification of documents to be enclosed

The document must be certified as a true copy by whoever has lawful custody of the original document in the place of incorporation, that is, a person who exercises under law functions similar to those exercised by the Australian Securities Commission.

- The document can also be certified as a true copy by a notary public
- or if a registered Australian body, in a written statement by a director or equivalent
- or if a foreign company, in an affidavit by a director, secretary or principal executive officer.

The certification should be dated no more than 3 months before the copy is lodged with the Commission, unless an extension has been granted.

If any document is not in English, a certified translation of that document into English.

A translation made outside Australia must be certified as a correct translation into English by one of the following persons in the place where the corporation was formed or incorporated:

- b) a notary public or a translator public duly admitted and sworn in accordance with the law
- c) an Australian consular officer.

- a) a person who has lawful custody of the original document, that is, a person who exercises under law functions similar to those exercised by the Commission

A translation made inside Australia must be certified as a correct translation into English by a person approved by the Commission.

**Signature**

This form must be signed by:

- registered Australian body a director or equivalent
- foreign company a local director, agent or a director, secretary or principal executive officer (PEO) for a company acting as an agent

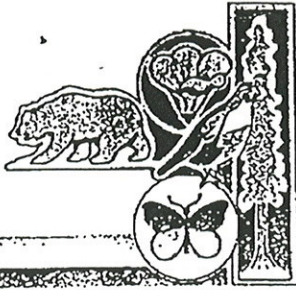
print name Rodney H. Matthews capacity Registered Agent  
 print company name and A.C.N. (if company acting as agent) \_\_\_\_\_



sign here

*Rodney H. Matthews*

date 8/7/93



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 was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

NOV 19 1987



*March Fong Eu*

Secretary of State



vb52111

214334

A335341

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

JUN 11 1987

Wench Fong Eu  
MARCY FONG EU, Secretary of State

RESTATED  
ARTICLES OF INCORPORATION  
OF

WORLDWIDE CHURCH OF GOD,

a California nonprofit religious corporation

Joseph W. Tkach and Gene M. Michel certify that:

1. They are the Chairman of the Board and the Assistant Secretary, respectively, of the Worldwide Church of God, a California corporation.

2. The following Restated Articles restate the entire text of the Articles of Incorporation of said corporation as amended to date:

ARTICLE I

The name of the corporation is the "Worldwide Church of God" (the "corporation").

ARTICLE II

The purpose, business and pursuit of this corporation shall be:

A. The purposes of the corporation are religious, as the word is exemplified in the Bible as defined and as

vb52111

expounded by the "Church of God, a/k/a Worldwide Church of God, an unincorporated association, of which Joseph W. Tkach is the presiding Pastor General" ("the Association"). The corporation is organized under the Nonprofit Religious Corporation Law of California exclusively for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

B. To purchase, acquire, lease, sell and dispose of property, both real and personal, and to use, incumber, pledge, mortgage, lease, and otherwise deal in the same at pleasure to the same extent as a natural person can do.

C. To make and execute deeds, mortgages, releases and instruments of indebtedness, negotiable or non-negotiable, and to enter into and execute contracts of every kind and character with any person, firm, or corporation.

D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

vb52111

Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

E. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE III

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

#### ARTICLE IV

The number of directors of the corporation shall be six, until changed by an amendment to the by-laws increasing or decreasing the number of directors.

#### ARTICLE V

This corporation is not organized, nor shall it be operated, except as permitted by law, for pecuniary gain or profit, and it

vb52111

does not contemplate, except as permitted by law, the distribution of gains, profits or dividends to the members thereof or to any private shareholder or individual.

#### ARTICLE VI

In the event that the corporation's charter is surrendered to, taken away by, or revoked by the Association, the corporation shall be dissolved.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, and after compliance with Section 9680 of the California Religious Nonprofit Corporation Law, the remaining assets of this corporation shall be distributed to one of the following organizations, corporations, trustees or other entity, in the order of their preference as listed:

- A. The Association, or in the event it is unable to take title for any reason, then to
- B. The individual members of the Advisory Council of Elders of the Association in trust for religious purposes, as exemplified in the Bible as defined and as expounded by the Association, or in the event they are unable to take title for any reason, then to
- C. The organization, corporation or trustee or other entity appointed by the Pastor General of the