EXEMPLIFICATION OF RECORD

CHARTER

ZIONS WATCH TOWER TRACT SOCIETY

TO

FEES $7.00-Paid

RECORDER OF DEEDS
ALLEGHENY COUNTY, PENNSYLVANIA

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STATE OF PENNSYLVANIA, }
COUNTY OF ALLEGHENY } SS:

I, John J. Exler

RECORDER OF DEEDS, ETC., IN AND FOR SAID COUNTY, DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF

Charter

AS THE SAME WAS RECORDED IN THE RECORDER'S OFFICE IN AND FOR SAID COUNTY ON THE 15th DAY OF December A.D. 1884 AND IS ON RECORD IN

Charter BOOK VOL. 9 PAGE 250

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE SAID OFFICE THE 11th DAY OF August

A. D. 1975

John J. Exler

RECORDER

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Zion's Watch Tower Charter
1884

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Zion's Watch Tower Tract Society - Charter of -

Be it known, that the subscribers, having associated themselves together for the purpose of the dissemination of Bible Truths in various languages, and having desirous of becoming incorporated agreeably to the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania entitled "An Act to provide for the Incorporation and Regulation of certain Corporations" approved the Twenty-ninth day of April, Anno Domini, one thousand and eight hundred and seventy-four, and its supplements, do hereby declare, set forth and certify that the following are the purposes, objects, articles and conditions of their said association for and upon which

they desire to be incorporated:

I. The name of the Corporation shall be Zion's Watch Tower Tract Society.

II. The purpose for which the Corporation is formed is, the dissemination of Bible Truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and by the use of all other lawful means which the board of directors, duly constituted, shall deem expedient for the furtherance of the purpose stated.

III. The place where the business of the said Corporation is to be transacted is the City of Allegheny, in the County of Allegheny, and State of Pennsylvania.

IV. The Corporation is to exist perpetually.

V. The names and residences of the subscribers are as follows:

Charles T. Russell.	Allegheny City.	Pennsylvania.
William I. Mason.	Benwood.	West Virginia.
Maria F. Russell.	Allegheny City.	Pennsylvania.
Wm. C. McClellan.	Latrobe.	Pennsylvania.
Simon P. Blunden.	New York City.	New York.
J. B. Adamson.	Allegheny City.	Pennsylvania.
Joseph F. Smith.	Pittsburgh.	Pennsylvania.

The corporation has no capital stock. Each donation of Ten Dollars to the funds of said Corporation shall entitle the contributor, or his assigns, to one non-forfeitable, non-assessable, and non-dividend bearing share, and to one vote for every such share in said Corporation. Certificates of membership, as acquired shall be issued by the Secretary, countersigned by the President, to the persons entitled thereto.

VI. The Corporation is to be managed by a

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Board of Directors consisting of seven members and the names and residences of those already chosen Directors are as follows:

President.	Charles T. Russell. Allegheny City.	Penna.
Vice Pres.	William J. Mains, Kenwood.	W. Va.
Sec. & Treas.	Maria F. Russell, Allegheny City.	Penna.
	Wm. C. McMillan, Latrobe.	Penna.
	Simon C. Blunden, New York City.	N. Y.
	J. B. Adamson, Allegheny City.	Penna.
	Joseph F. Smith, Pittsburgh.	Penna.

VII. The said Corporation by its Board of Directors, a majority of whom shall constitute a Quorum for the transaction of business, shall have full power and authority to make and enact by-laws, rules, and ordinances, which shall be deemed and taken to be the law of said Corporation, and do any and everything useful for the good government and support of the affairs of the said Corporation; provided that the said by-laws, rules and ordinances, or any of them, shall not be repugnant to this charter, to the constitution and laws of the Commonwealth of Pennsylvania, and the Constitution of the United States.

VIII. The said Corporation shall have as officers a President, who shall preside at the meetings of the Board of Directors, a Vice President, who shall preside in the absence of the President, and a Secretary, who shall also be Treasurer; and these officers shall be chosen from among the members of the Board of Directors annually on the first Saturday of each year, by an election by ballot to be held at the principal office of the Corporation in Allegheny City, Pennsylvania. The members of the Board of Directors shall hold their respective offices for life, unless removed by a two-thirds vote of the share holders, and vacancies in the Board occasioned by death, resignation

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or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within twenty days from the time when such vacancy, or vacancies, shall occur, and in the event of a failure to fill such vacancy, or vacancies, in the manner aforesaid, within thirty days from the time when such vacancy, or vacancies, shall occur, then the said vacancy, or vacancies, shall be filled by the appointment of the President, and the person, or persons, so appointed shall hold his, or their, office, or offices, until the next annual election of officers of the corporation, when such vacancy, or vacancies, shall be filled by election, in the same manner as the President, Vice President, and Secretary and Treasurer are elected.

The persons entitled to vote at annual elections of the Corporation shall be those who hold certificates of membership acquired in the manner aforesaid.

IX. The said Corporation, under the name, style, and title aforesaid, shall have full power and authority to make, have and use a common seal, with such device and inscription as they may deem proper, and the same to alter and renew at their pleasure; and by the name, style and title aforesaid, shall be able in law and equity to sue and be sued, plead and be impleaded in any Court or Courts, before any Judge or Justice of the Peace, in all manner of suits and complaints, pleas, causes, matters, and demands whatsoever, and all and every matter or thing therein to do in as full and ample a manner, and as effectually, as any other person, or persons, bodies politic or corporate within the

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Commonwealth of Pennsylvania, may or can do.

X. The said Corporation, by the name, style, and title aforesaid, shall have the right, power, and authority to take, receive and hold in fee simple, or any less estate, all such messuages lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money.

Witness our hands and seals this 12th day of November, A.D. 1884.

Charles T. Russell.	Seal
Wm. D. Mann.	Seal
Maria F. Russell.	Seal
Wm. C. MacMillan.	Seal
Simon P. Blunden.	Seal
J. B. Adamson.	Seal
Jos. F. Smith.	Seal

Commonwealth of Pennsylvania } ss.
County of Allegheny. } ss.

Before me, the subscriber, Recorder of Deeds of the County of Allegheny, personally appeared Charles T. Russell, Maria F. Russell and Jos. F. Smith, three of the subscribers to the above and foregoing certificate of incorporation of the Zion's Watch Tower Tract Society, and in due form of law acknowledged the same to be their act and deed.

Witness my hand and official seal this 12th day of November, A.D. 1884.

Wm. H. Graham. (Official Seal)
Recorder.

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In the Court of Common Pleas No. 1 of Allegheny County, No. ___ September Term, 1884.

And now this 13th day of December 1884, the within Charter and Certificate of Incorporation having been presented to me, a Law Judge of said County, accompanied by due proof of publication of the notice of this application, as required by the Act of Assembly and rule of this Court in such case made and provided, I certify that I have examined and perused the said writing and have found the same to be in proper form and within the purposes named in the first class specified in Section second of the Act of General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of certain Corporations" approved April 29th, 1874, and the supplements thereto, and the same appearing to be lawful and not injurious to the Community, I do hereby on motion of Heir and Garrison, Attorneys for the within named subscribers and their associates, order and direct that the said Zion's Watch Tower Tract Society aforesaid be and the same is hereby approved, and that upon the recording of the same and of this order the subscribers thereto and their associates shall be a Corporation by the name of the Zion's Watch Tower Tract Society for the purposes and upon the terms therein stated.

F. K. Collier.
Associate Judge, &c.,
Common Pleas No. 1,
Allegheny Co., Penna.
(Court Seal)

From the Record -
J. C. Brown -
Pro.

Recorded Dec. 15th 1884.

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C H A R T E R

WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

[Formerly Watch Tower Bible and Tract Society, formerly Zion's Watch Tower Tract Society]

Zion's Watch Tower Tract Society- Charter of-

Be it Known, that the subscribers, having associated themselves together for the purpose of the dissemination of Bible Truths in various languages, and being desirous of becoming incorporated agreeably to the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of Certain Corporations", approved the Twenty-ninth day of April, Anno Domini, one thousand and eight hundred and seventy-four, and its supplements, do hereby declare, set forth and certify that the following are the purposes, objects, articles and conditions of their said association for and upon which they desire to be incorporated:

I. The name of the Corporation shall be Zion's Watch Tower Tract Society.

II. The purpose for which the Corporation is formed is, the dissemination of Bible Truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and by the use of all other lawful

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means which its board of directors, duly constituted, shall deem expedient for the furtherance of the purpose stated.

III. The place where the business of the said corporation is to be transacted is the City of Allegheny, in the County of Allegheny, and State of Pennsylvania.

IV. The corporation is to exist perpetually.

V. The names and residences of the subscribers are as follows:

Charles T. Russell	Allegheny City, Pennsylvania
William I. Mann	Benwood, West Virginia
Maria F. Russell	Allegheny City, Pennsylvania
Wm. C. McMillan	Latrobe, Pennsylvania
Simon O. Blunden	New York City, New York
J. B. Adamson	Allegheny City, Pennsylvania
Joseph F. Smith	Pittsburgh, Pennsylvania

The corporation has no captial stock. Each donation of Ten Dollars to the funds of said Corporation shall entitle the contributor, or his assigns, to one non-forfeitable, non-assessable, and non-dividend bearing share, and to one vote for every such share in said Corporation. Certificates of membership, so acquired shall be issued by the Secretary, countersigned by the President, to the persons entitled thereto.

VI. The Corporation is to be managed by a Board of Directors consisting of seven members, and the names and resi-

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dences of those already choosen Directors are as follows:

President	Charles T. Russell, Allegheny City, Penna.
Vice Pres.	William I. Mann, Benwood, W. Va.
Sec. & Treas.	Maria F. Russell, Allegheny City, Penna.
	Wm. C. McMillan, Latrobe, Penna.
	Simon O. Blumden, New York City, N. Y.
	J. B. Adamson, Allegheny City, Penna.
	Joseph F. Smith, Pittsburgh, Penna.

VII. The said Corporation by its Board of Directors, a majority of whom shall constitute a quorum for the transaction of business, shall have full power and authority to make and enact by-laws, rules, and ordinances, which shall be deemed and taken to be the law of said Corporation, and do any and everything useful for the good government and support of the affairs of the said Corporation; provided that the said by-laws, rules and ordinances, or any of them, shall not be repugnant to this charter, to the constitution and laws of the Commonwealth of Pennsylvania, and the Constitution of the United States.

VIII. The said Corporation shall have as officers a President, who shall preside at the meetings of the Board of Directors, a Vice President, who shall preside in the absence of the President, and a Secretary, who shall also be Treasurer; and these officers shall be chosen from among the members of the Board of Directors annually on the first Saturday of each year, by an election by ballot to be held at the principal office of the Corporation in Allegheny City, Pennsylvania. The

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members of the Board of Directors shall hold their respective offices for life, unless removed by a two-thirds vote of the share holders, and vacancies in the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within twenty days from the time when such vacancy, or vacancies, shall occur, and in the event of a failure to fill such vacancy, or vacancies, in the manner aforesaid, within thirty days from the time when such vacancy, or vacancies, shall occur, then the said vacancy, or vacancies, shall be filled by the appointment of the President, and the person, or persons, so appointed shall hold his, or their, office, or offices, until the next annual election of officers of the corporation, when such vacancy, or vacancies, shall be filled by election, in the same manner as the President, Vice President, and Secretary and Treasurer are elected. The persons entitled to vote at annual elections of the Corporation, shall be those who hold certificates of membership acquired in the manner aforesaid.

IX. The said Corporation, under the name, style, and title aforesaid, shall have full power and authority to make, have and use a common seal, with such device and inscription as they may deem proper, and the same to alter and renew at their pleasure; and by the name, style and title aforesaid, shall be able in law and equity to sue and be sued, plead and be impleaded in any Court or Courts, before any Judge or Justice of the Peace, in all manner of suits and complaints, pleas, causes,

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matters, and demands whatsoever, and all and every matter or thing therein to do in as full and ample a manner, and as effectually, as any other person, or persons, bodies politic or corporate within the Commonwealth of Pennsylvania, may or can do.

X. The said Corporation, by the name, style, and title aforesaid, shall have the right, power, and authority to take, receive and hold in fee simple, or any less estate, all such messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money.

Witness our hands and seals this 12th day of November, A.D. 1884.

Charles T. Russell	[Seal]
Wm. I. Mann	[Seal]
Maria F. Russell	[Seal]
Wm. C. MacMillan	[Seal]
Simon O. Blunden	[Seal]
J. B. Adamson	[Seal]
Jos. F. Smith	[Seal]

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Commonwealth of Pennsylvania)
County of Allegheny) SS.

Before me, the subscriber, Recorder of Deeds of the County of Allegheny, personally appeared Charles T. Russell, Maria F. Russell and Jos. F. Smith, three of the subscribers to the above and foregoing certificate of incorporation of the Zion's Watch Tower Tract Society, and in due form of law acknowledged the same to be their act and deed.

Witness my hand and official seal this 12th day of November, A.D. 1884.

Wm. H. Graham [Official Seal]
Recorder

In the Court of Common Pleas No. 1 of Allegheny County, No. September Term, 1884.

And now this 13th day of December 1884, the within Charter and Certificate of Incorporation having been presented to me, a Law Judge of said County, accompanied by due proof of publication of the notice of this application as required by the Act of Assembly and rule of this Court in such case made and provided, I certify that I have examined and perused the said writing and have found the same to be in proper form and within the purposes named in the first class specified in Section second of the Act of General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of Certain Corporations" approved April 29th, 1874, and the supplements thereto, and the same appearing to be lawful and not injurious to the Community, I do hereby on motion of Weir and Garrison, Attorneys for the within named subscribers and their associates, order and direct that

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the said Zion's Watch Tower Tract Society aforesaid be and the same is hereby approved, and that upon the recording of the same and of this order the subscribers thereto and their associates shall be a Corporation by the name of the Zion's Watch Tower Tract Society for the purposes and upon the terms therein stated.

F. H. Collier
Associate Judge, &c.

From the Record
J. O. Brown
Pro.

Common Pleas No. 1,
Allegheny Co., Penna.

[Court Seal]

Recorded Dec. 15th 1884.

State of Penna. }
Allegheny Co. } SS.

Recorded in the Office for recording Deeds, &c., in & for said County, in Charter Book, Vol. 9, page 250.

Given under my hand and seal this 15th day of Dec. 1884.

Wm. H. Graham
Recorder

[Official Seal]

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[AMENDMENT OF 1896]

In re petition for change of name)
of Zion's Watch Tower Tract Society)
to)
Watch Tower Bible and Tract Society) No. September Term, 1896.

To the Honorable the Judges of the Court of Common Pleas No. One of Allegheny County:

The petition of Zion's Watch Tower Tract Society, respectfully represents:

That it is an Association incorporated under the laws of the Commonwealth of Pennsylvania, by the Court of Common Pleas No. One(1) of said County, on the 13th day of December, 1884, for the purpose specified in Section Two(2) of its charter which reads as follows:

"II. The purpose for which the Corporation is formed is, the dissemination of Bible Truths in various languages by means of the publication of tracts, pamphlets, papers, and other religious documents and by the use of all other lawful means which its Board of Directors, duly constituted, shall deem expedient for the furtherance of the purpose stated."

That said purpose is embraced within the Corporations of the first class, specified in Section Second, of an Act of the General Assembly of this Commonwealth, entitled "An Act to provide for the incorporation and regulation of certain corporations", approved the 29th day of April, A.D. 1874.

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That in pursuance of the provisions of the said Act of the General Assembly, the said Association is desirous of changing the name, style and title by which it was incorporated, and at a meeting of the said Corporation duly convened, the following change in the name, style and title as set forth in said charter was duly adopted:

"That the name, style and title of said Corporation be changed from "Zion's Watch Tower Tract Society" to "Watch Tower Bible and Tract Society."

In Witness Whereof, the said Zion's Watch Tower Tract Society has hereunto affixed its corporate seal, attested by its President and Secretary, this 8th day of August, A.D. 1896.

Zion's Watch Tower Tract Society

Charles T. Russell [Corporate Seal]
President

Maria F. Russell
Secretary

John K. Ewing

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Commonwealth of Pennsylvania)
County of Allegheny) ss.

Be it remembered that on the 11th day of August, 1896, before me, a Notary Public, in and for said County and State, personally came Charles T. Russell, President of said Corporation, and Maria F. Russell, Secretary of said Corpora-

tion, who, being duly affirmed, did say that they were personally present at the execution of the within petition, and saw the common seal of said Corporation, Zion's Watch Tower Tract Society affixed thereto, and that said seal is the common and corporate seal, and that the foregoing petition was signed, sealed and duly delivered by, as and for the act and deed of said Corporation, for the uses and purposes therein mentioned, and that their signatures thereto are in their own proper handwriting and that the facts set forth in said petition are correct and true as they verily believe.

Charles T. Russell

Maria F. Russell

Affirmed and subscribed before me,
the day and year aforesaid.
Witness my hand and Notarial seal.

John K. Ewing
Notary Public [N. P. Seal]

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Interlocutory Decree

And now, to wit August 24th, 1896, the foregoing petition for change of the name, style and title of the charter of Zion's Watch Tower Tract Society, having been duly presented to this Court, in order that the same might be deemed and taken to be part of the charter of the said Corporation, and it appearing that such change in the name, style and title of said Cor-

poration is lawful and beneficial, and does not conflict with the requirements of the Act of the General Assembly of this Commonwealth, entitled "An Act to provide for the incorporation and regulation of certain Corporations," approved the 29th day of April, 1874, nor with the Constitution of this State, and proof having been produced to this Court, showing that notice of the foregoing application has been duly given to the Auditor General of the State of Pennsylvania, it is hereby ordered and decreed that notice of this application shall be given by publication in accordance with the statute in such case made and provided.

By the Court.

Final Decree

And now, to wit September 19, 1896, the within petition for the change of name of the within designated Corporation, having been presented to this Court, accompanied by due proof of publication of notice thereof, and no cause having been shown to the contrary, it is on motion of Charles W. Dahlinger, Esq. ordered and decreed that upon the recording of the same, that the name, style and title of "Zion's Watch Tower Tract Society" be changed to "Watch Tower Bible and Tract Society," and said change shall be deemed and taken to be part of the charter of said Corporation.

By the Court.

Recorded September 22, 1896.

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COMMONWEALTH OF PENNSYLVANIA,)
COUNTY OF ALLEGHENY) SS:

Recorded on this 22nd day of September A.D., 1896 in the Recorder's Office of said County in Charter Book, Vol. 22 Page 415 Given under my hand and the Seal of the said Office the day and year aforesaid.

Geo. M. Von Bornhorst
Recorder

[Seal]

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CHARTER

of

PEOPLE'S PULPIT ASSOCIATION.

We, the undersigned, two-thirds of whom are citizens of the United States of America, and at least one of us being a resident of the State of New York, desiring to become a corporation pursuant to the provisions of The Membership Corporation Law, (of the laws of New York of 1895, chapter 559, as amended) do hereby make, acknowledge and file this certificate for that purpose, as follows, that is to say:

FIRST: The name of the proposed corporation is

PEOPLE'S PULPIT ASSOCIATION.

SECOND: The purposes for which it is to be formed are, the moral and mental improvement of men and women, the dissemination of Bible Truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and by the use of all other lawful means which its board of directors, duly constituted, shall deem expedient for the purposes stated, and for religious missionary work.

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THIRD: The proposed corporation shall have no capital stock. Its members shall be those who subscribe this certificate, and those whom the Board of Directors, when duly constituted, shall admit at the first meeting of said Board of Directors, and such other person, persons or corporations, who shall thereafter contribute the sum of one thousand dollars to the funds of said corporation and who shall be admitted pursuant to law and the by-laws of this corporation. Certificates of membership shall be issued by the Secretary, and countersigned by the President, to the person or persons entitled thereto, which certificate shall entitle the holder thereof to a vote in said corporation.

FOURTH: The operations of this corporation shall be principally in the state of New York, and the principal business office of this corporation is to be located at numbers thirteen to seventeen Hicks street, city of Brooklyn, New York.

FIFTH: The corporation is to exist perpetually.

SIXTH: The names and residences of the subscribers to this certificate are as follows:

Charles T. Russell	Pittsburg,	Pennsylvania
H. Clay Rockwell	New York,	New York.
William E. Van Amburg,	Pittsburg,	Pennsylvania
William E. Page,	Pittsburg,	Pennsylvania.
Frederick W. Williamson,	Pittsburg,	Pennsylvania.
Isaac E. Hoskins,	Pittsburg,	Pennsylvania.
Edward E. Crennelson,	Brooklyn,	New York.

SEVENTH: The corporation is to be managed by a Board of Directors consisting of seven members, and the names and the residences of those already chosen as a Board of Directors, are as follows:

Charles T. Russell,	Pittsburg,	Pennsylvania
H. Clay Rockwell,	New York,	New York.
William E. Van Amburg,	Pittsburg,	Pennsylvania.
William E. Page,	Pittsburg,	Pennsylvania.
Frederick W. Williamson,	Pittsburg,	Pennsylvania.
Isaac E. Hoskins,	Pittsburg,	Pennsylvania
Edward E. Crennelson,	Brooklyn,	New York.

EIGHTH: The said Board of Directors, a majority of whom including the President, shall constitute a quorum for the transaction of business, shall have full power and authority to make and enact by-laws, rules and ordinances, which shall be deemed and taken to be the law of said corporation, and do any and everything useful for the good government and support of the affairs of the said Corporation; provided, that the by-laws, rules and ordinances, or any of them so made, shall not be repugnant to this charter, to the Constitution and Laws of the State of New York, and to the Constitution and the laws of the United States.

NINTH: The said corporation shall have as officers the

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following; A President, who shall be elected by the Board of Directors at the first meeting thereof, and shall hold his office for life and whose duties shall be to preside at the meetings of the Corporation or of the Board of Directors, and have the general supervision and control and management of the business and affairs of said Corporation; a Vice-President, and a Secretary who shall also be Treasurer. Such officers, except the President, shall be chosen annually, from among the Board of Directors, on the first Saturday of each year, by an election, by ballot, to be held at the principal office of the Corporation in the City of Brooklyn, New York. The members of the Board of Directors, except the President who shall always be a member of said Board of Directors, shall be chosen by, and from among, the members of the corporation, by an election, by ballot, to be held annually on the first Saturday of each year, at the principal office of the Corporation in the city of Brooklyn New York. They shall hold office until their successors are duly elected and installed. Vacancies in the Board of Directors, arising from any cause, shall be filled by a majority vote of the remaining members of the Board, who shall meet within thirty days after the vacancy occurs for that purpose, and in the event of a failure to so fill such vacancy, or vacancies, in the manner aforesaid within said time then the President shall fill such vacancy by appointment, and the person or persons so appointed shall hold office until the next annual election of Directors. Should a vacancy occur in the office of President the Board of Directors shall elect his successor within three months after such vacancy occurs, and in the interrum the Vice-President shall serve as President of such Corporation. Vacancies occurring in any other office shall be filled by appointment by the President.

TENTH: The said Corporation, under the name, style and title aforesaid, shall have full power and authority to make, have and use a common seal, with such device and inscription as it may deem proper, and the same to alter and renew at its pleasure; and by the name, style and title aforesaid, shall be able in law and in equity to sue and be sued, plead and be impleaded in any court or courts,

and complaints, pleas, causes, matters and demands whatsoever, and all and every matter therein to do in as full and ample a manner, and as effectually, as any other person or persons, bodies politic or corporate within the state of New York may or can do.

ELEVENTH: The said Corporation, by the name, style and title aforesaid, shall have the right, power and authority to take and receive and hold in fee simple, or any less estate, all messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes and not contrary to law governing such corporations; and to sell, lease, mortgage, or otherwise dispose of any part thereof; subject to the laws of said State controling such corporations; and shall have the same right to receive, hold, sell, lease or otherwise dispose of any and all kinds of personal property or money, subject, however to the laws of the state of New York in such cases made and provided.

WITNESS our hands and seals this 12th day of February A.D. 1909.

Witness as to,
Edward W. Brennan
Geo. L. Washburn
John W. Saunders

Edward W. Brennan SEAL
L. Estey Mitchell SEAL
Wm. Edwin Hughes SEAL
William E. Carr SEAL
[illegible] SEAL
Lemuel Hoxsie SEAL
C. T. Rice SEAL

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State of Pennsylvania
County of Allegheny. ss.

On this 20th day of February A.D.,1909,before me personally came Charles T. Russell, William M. Van Lenburg,H. Clay Rockwell, William H. Page, Frederick ... Williamson and Isaac T.Hocking, to me personally known to be the same persons described in and who signed the foregoing certificate,and severally acknowledged to me that they had made, signed and executed the same for the uses and purposes therein set forth.

IN TESTIMONY whereof I have hereunto set my hand and the seal of my office as Notary Public this 20th day of February,A.D., 1909.

Notary Public.

Commission expires January 10,1911.

State of New York,
County of [illegible] ss.

On this 23rd day of February,A.D.,1909, before me personally came Edward T. Drennelson,of Brooklyn,in said state,to me personally known to be the same person described in and who made and signed the foregoing certificate and acknowledged to me that he had made,signed and executed the same for the uses and purposes therein set forth.

IN TESTIMONY whereof I have hereunto set my hand and my official seal as Notary Public this 28 day of February, A.D.,1909

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No. 797

Allegheny County, } ss.

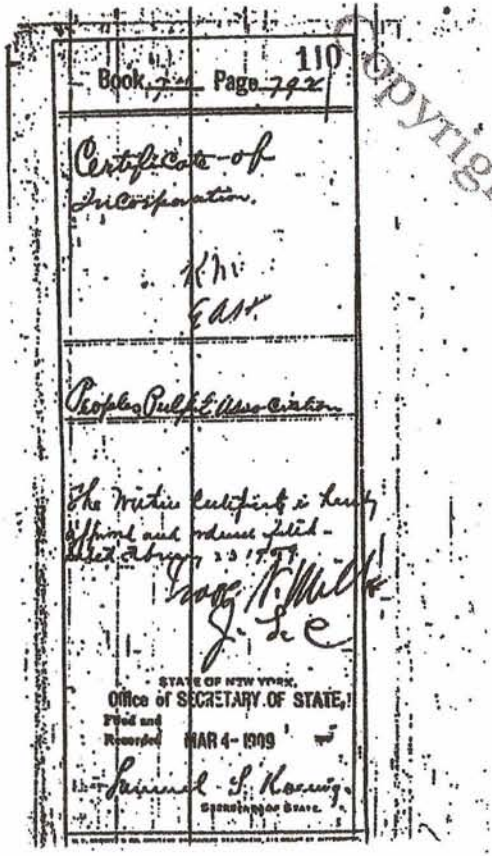
I, Wm. H. Kirker, Prothonotary of the Court of Common Pleas, No.2, in and for the County of Allegheny, in the Commonwealth of Pennsylvania, the same being a Court of Law and Record and having a seal, do hereby certify that [illegible] Esquire, before whom the foregoing [illegible] was taken, and who has thereunto, in his own proper handwriting, subscribed his name, to the certificate of the proof or acknowledgment of the annexed instrument, was at that time and is now a NOTARY PUBLIC in and for the Commonwealth of Pennsylvania, residing in said County aforesaid, duly commissioned and sworn and authorized by law to take and certify affidavits and the acknowledgment and proof of deeds &c.&c., to be recorded, to all whose acts as such full faith and credit are, and of right ought to be, given throughout the United States and elsewhere and further, that said instrument is executed in accordance with the laws of this Commonwealth, and that I am acquainted with his signature, and believe the same to be genuine.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of the said Court, at Pittsburgh, in said County, this 20 day of [illegible]

in the year of our Lord one thousand nine hundred and [illegible]

Prothonotary.

69-116-6



Book 7-4 Page 742 110

Certificate of Incorporation.

The

East

Peoples Pulpit Association

The within certificate is duly filed and indexed this 4th day of March 1909

Chas. F. Miller
J. L. C.

STATE OF NEW YORK,
Office of SECRETARY OF STATE,
Filed and Recorded MAR 4- 1909
Samuel - S. Koenig,
Secretary of State.

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CERTIFICATE OF PRESIDENT AND SECRETARY.

We, the undersigned, Charles T. Russell, President, and Edward W. Bronnelsen, Secretary of the PEOPLES PULPIT ASSOCIATION, a corporation heretofore duly created and organized under the Membership Corporation Law of the State of New York, do hereby certify do follows:

That a special meeting of the members of such corporation was duly called for the purpose of acting upon the proposition of extending the corporate purposes of this corporation pursuant to Section Four (4) of the Membership Corporation Law, which said meeting was held on the 19th day of November 1913, agreeable to said call.

84

That at such meeting there were present thirty-three members of such corporation, the total membership of such corporation being forty-one members.

That the following resolution was offered, to wit:

"Resolved, that the purposes and powers of the PEOPLES PULPIT ASSOCIATION be extended, as follows, to wit: Charitable, Benevolent, Scientific, Historical, Literary and Religious purposes; and for the purpose of maintaining and conducting Closed for the gratuitous instruction of men and women, on the premises or by mail, in the Bible, Bible literature and Bible history, and for the gratuitous teaching, training and preparing of men and women as teachers, and as lecturers on the Bible and preachers of the Gospel, and to provide and maintain a home, place, building or buildings for the gratuitous housing, sheltering and boarding of such students, lecturers, teachers-and-ministers, and to gratuitously furnish to such students, lecturers, teachers and ministers suitable meals and lodging, and to prepare, support, maintain and send out to various parts of the world religious missionaries, teachers and instructors in the Bible and Bible literature, and for public religious worship, and for the purpose of the publication and distribution of Bibles and Bible and religious literature; that the directors of this corporation be authorized and directed to

and file a certificate pursuant to Section Four (4) of the Membership Corporation Law, and to take such other and further steps as may be necessary and proper.

That said resolution was duly adopted by the concurring vote of thirty-three members of such corporation, being all of the members present, and voting at such meeting, and being more than a majority of all the members of said Association.

Dated at Brooklyn, New York, this 17th day of November 1912.

C. T. Russell
President.

E. W. Brenneisen
Secretary.

State of New York
County of Kings. ss.

Charles T. Russell, President, and E. W. Brenneisen, Secretary, being severally duly sworn, each deposes and says, that the said Charles T. Russell is President of the Peoples Pulpit Association, and that said E. W. Brenneisen is Secretary thereof; that he has read the foregoing certificate subscribed by him, and knows the contents thereof, and that the same is true and correct of his own knowledge.

C. T. Russell
President.

E. W. Brenneisen
Secretary.

Subscribed and sworn to before me this 19th day

Gilbert
Notary Public

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PEOPLES PULPIT ASSOCIATION.

CERTIFICATE OF EXTENSION OF PURPOSES.

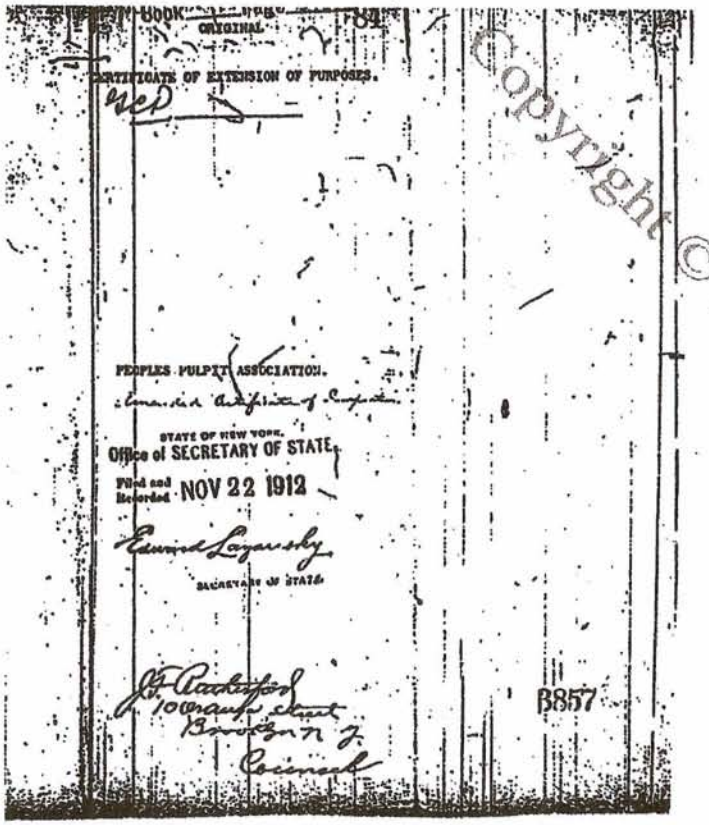
We, the undersigned, a majority of the Board of Directors of the PEOPLES PULPIT ASSOCIATION, a corporation heretofore duly incorporated under the Membership Corporation Law of the State of New York, desiring to extend its corporate purposes, pursuant to Section Four (4) of the Membership Corporation Law, do hereby certify as follows:

FIRST: The name of the corporation is, THE PEOPLES PULPIT ASSOCIATION.

SECOND: The purposes for which it was incorporated are, the moral and mental improvement of men and women, the dissemination of Bible truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and by the use of all other lawful means which its Board of Directors, duly constituted, shall deem expedient for the purposes stated, and for religious missionary work.

THIRD: The purposes to which it is desired to extend its corporate purposes are, Charitable, benevolent, scientific, historical, literary and educational purposes, and for the purpose of maintaining and conducting Tabernacle Classes for the gratuitous instruction of men and women, on the premises or by mail, in the Bible, Bible literature and Bible history, and for the gratuitous teaching, training and preparing of men and women as teachers, and as lecturers on the Bible and preachers of the Gospel; and to provide and maintain a home, place, building or buildings for the gratuitous housing, sheltering and boarding of such students, lecturers, teachers and ministers, and to gratuitously furnish to such students, lecturers, teachers and ministers suitable meals and lodging, and to prepare, support, maintain and send out to the various parts of the world religious missionaries, teachers and instructors in the Bible and Bible literature, and for public religious worship, and for the purpose of the publication and distribution of Bibles and Bible and religious literature.

FOURTH: Such extension has been duly authorized by a resolution adopted by concurring vote of a majority of the members of the corporation.



BOOK ORIGINAL 84

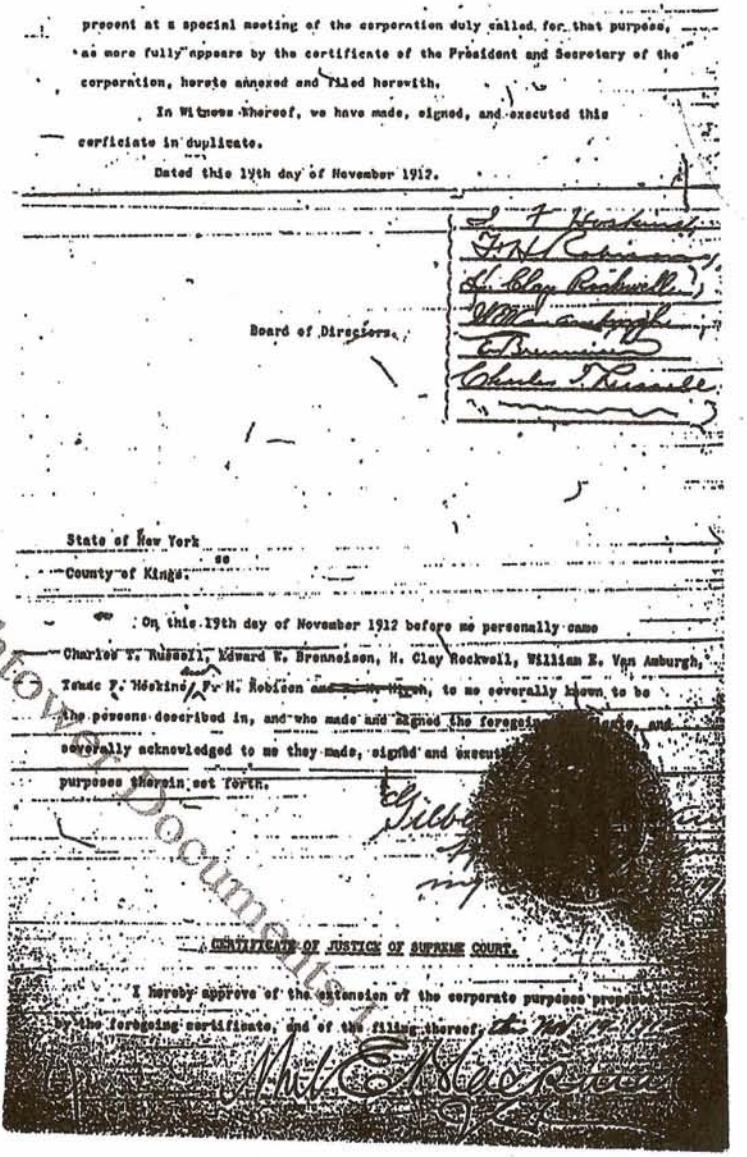
CERTIFICATE OF EXTENSION OF PURPOSES.

PEOPLES PULPIT ASSOCIATION.

STATE OF NEW YORK.
Office of SECRETARY OF STATE.
Filed and Recorded NOV 22 1912

SECRETARY OF STATE

B857



present at a special meeting of the corporation duly called for that purpose, as more fully appears by the certificate of the President and Secretary of the corporation, hereto annexed and filed herewith.

In Witness Whereof, we have made, signed, and executed this certificate in duplicate.

Dated this 19th day of November 1912.

Board of Directors.

State of New York
County of Kings. ss

On this 19th day of November 1912 before me personally came Charles T. Russell, Edward W. Brenneisen, H. Clay Rockwell, William E. Van Amburgh, Isaac P. Hoskins, Fr H. Robison and [illegible], to me severally known to be the persons described in, and who made and signed the foregoing [illegible], and severally acknowledged to me they made, signed and executed the same for the purposes therein set forth.

CERTIFICATE OF JUSTICE OF SUPREME COURT.

I hereby approve of the extension of the corporate purposes proposed by the foregoing certificate, and of the filing thereof, this 19th day of Nov 1912

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STATE OF NEW YORK)
CITY OF NEW YORK : SS
COUNTY OF KINGS)

On this 30th day of July, 1932, before me personally came JOSEPH F. RUTHERFORD and ARTHUR R. GOUX, to me known and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged to me that they executed the same.

Donald Hazlett
Notary Public
Commission expires
March 30, 1933

I, JOSEPH L. McGOOEY, Jr., a Justice of the Supreme Court of the State of New York, for the Second Judicial Department, do hereby approve of the extension of the corporate purposes and powers contained in the within Certificate of Extension of Corporate Purposes and Powers of PEOPLES PULPIT ASSOCIATION, pursuant to Section 30 of the Membership Corporation Law, and consent that the same be filed.

Dated, August 2, 1932.

Justice of the Supreme Court,
Kings County

CERTIFICATE OF EXTENSION OF CORPORATE PURPOSES AND POWERS

of

PEOPLES PULPIT ASSOCIATION

pursuant to Section 30 of the Membership Corporation Law.

* * *

FIRST:- The name of the corporation is

PEOPLES PULPIT ASSOCIATION -

SECOND:- The Certificate of Incorporation was filed on March 4, 1909, in the office of the Secretary of State of the State of New York, and in the office of the County Clerk of the County of Kings, on the 9th day of March, 1909.

THIRD:- The purposes and powers of the corporatio are hereby extended by adding to the statement thereof, a further statement to read as follows:- "The operation of a radio broadcasting station in interstate commerce to carry out the present purposes and powers of the corporation."

IN WITNESS WHEREOF, we have made and subscribed this certificate, this 30th day of July, 1932.

Joseph F. Rutherford (L.S.)
(President)

(L.S.)
(Secretary)

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Number of Certificate } 133726 /1

Form No. 41.

~~"COMPANIES (CONSOLIDATION) ACT, 1908."~~
The Companies Acts 1908 and 1913



A 5s. Companies' Registration Fee Stamp to be impressed here

REGISTERED
84101
30 JUN 1914

DECLARATION of Compliance with the requisitions of the Companies (Consolidation) Act, 1908, on behalf of a Company proposed to be registered as

International Bible Students Association

~~LIMITED.~~

Pursuant to Section 17 (2) of the Companies (Consolidation) Act, 1908.

Presented for filing by

[illegible]
[illegible]
[illegible]

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The Solicitors' Law Stationery Society, Limited, 22, Chancery Lane, W.C., 29, Whitbrook, E.C., 6, Victoria Street, S.W.,
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.—[illegible] W231

I, Arthur James Greenop

of Bush Lane House Cannon Street in the City of London

Do solemnly and sincerely declare that I am (a) a Solicitor of the High Court engaged in the formation

of International Bible Students Association

~~Limited~~, and That all and every the requisitions of the Companies (Consolidation) Act, 1908, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

(a) Insert: "Solicitor of the High Court engaged in the formation," or "Director" or "Secretary named in the Articles of Association."

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Declared at No 84 Bush Lane House Cannon Street in the City of London

29th day of June

One thousand nine hundred and fourteen

Before me.

A Commissioner for Oaths

The Companies Acts 1908 *and* 1913.

UNLIMITED COMPANY.

Memorandum

AND

Articles of Association

OF

INTERNATIONAL BIBLE STUDENTS ASSOCIATION.

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Incorporated the day of 1914.

A. J. GREENOP & CO.,
BUSH LANE HOUSE,
CANNON STREET,
LONDON, E.C.

The Companies Acts 1908 *and* 1913.

UNLIMITED COMPANY.

Memorandum of Association

OF

International Bible Students Association.

1. The name of the Association is "INTERNATIONAL BIBLE STUDENTS ASSOCIATION."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:—

(A) To promote Christian knowledge by the dissemination of Bible truths, orally and by the printed page, and by means of the distribution of Bibles and the printing and publication of Bible study helps, tracts, pamphlets, papers and other religious documents, and by the use of all other lawful means which may seem to the Council of the Association directly or indirectly conducive to the furtherance of the above objects of the Association.

(B) To purchase or otherwise acquire sketches, photographs, drawings, publications, manuscripts, notes, data and memoranda bearing upon the above objects of the Association and to print, publish, display and distribute the same.

(C) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions or privileges that may seem conducive to the above objects or any of them.

REGISTERED 84102 30 JUN 1914

COMPANIES REGISTRATION OFFICE 1 JUN 1914

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(D) To promote any association or associations, whether limited or not, for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Association, or for any other purpose which may seem, directly or indirectly, calculated to further the objects of the Association.

(E) To purchase, take on lease or in exchange, hire or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with any estate or interest in any lands, buildings, easements, rights, privileges, mortgages, debentures, options, contracts, licences or other rights, and any real or personal property of any kind necessary or convenient for the attainment of the objects of the Association mentioned in paragraph 3 (A) hereof, and to erect, construct, enlarge, alter, furnish, maintain and improve buildings of all kinds.

(F) To make donations to such persons and in such cases, and either of cash or other assets, as may be thought directly or indirectly conducive to any of the objects of the Association, or otherwise expedient, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or other objects, and to grant pensions and allowances and to make payments towards insurance.

(G) To borrow or raise, or secure the payment of money in such manner as the Association shall think fit

(H) To pay out of the funds of the Association all expenses of or incident to the formation and registration of the Association.

(I) To do all such other things as are incidental or conducive to the attainment of the above objects.

Provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members, or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners or Board of Education for England and Wales, the Association shall not sell, mortgage, charge or lease the same

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without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the council of management or governing body may be a member or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

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5. If upon the winding up or dissolution of the Association there remains any property whatsoever after the satisfaction of all its debts and liabilities, and after the repayment to the holders of the shares of the Association the amount paid up thereon, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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We, the several persons whose names are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
J. Heaney. 24, Craven Terrace W. Minister of the Gospel	Three.
H. J. Stream 24 Craven Terrace W. Minister of the Gospel	Three
W. Crawford 24 Craven Terrace W. Accountant.	Three
[illegible] 24 Craven Terrace W. Christian Counsellor at Law	Three

Dated this 29th day of June, 1914.

Witness to the above Signatures—

[illegible]

Clerk to
A. J. GREENOP & Co.,
Solicitors,
Bush Lane House,
Cannon Street,
London, E.C.

B 3793

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133726

The Companies Acts 1908 *and* 1913.

UNLIMITED COMPANY.

REGISTERED
84103
30 JUN 1914

Articles of Association

OF

International Bible Students Association.

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TABLE A EXCLUDED.

1. The regulations of Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Association, but the following shall be the regulations of the Association.

INTERPRETATION.

2. These Articles shall be construed with reference to the provisions of the Companies Acts 1908 and 1913 or any statutory modification thereof in force at the time when these regulations became binding on the Association, and unless there be something in the subject or context inconsistent therewith—

"The Association" means the above-named Association.

"The Council" means the persons for the time being occupying the position of Directors of the Association.

"In writing" means written or printed, or partly written or partly printed.

Words importing the singular number only, include the plural number and *vice versa*.

Words importing the masculine gender only, shall include the feminine gender.

Words importing persons include firms and corporations.

Subject as aforesaid any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

COMPANIES REGISTRATION

OBJECTS.

3. The Association is established for the purposes expressed in the Memorandum of Association.

CAPITAL.

4. The capital of the Association is £100, divided into 100 shares of £1 each.

ALTERATION OF CAPITAL.

5. The Council may, with the sanction of an Extraordinary Resolution of the Association, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

PRIVATE COMPANY.

6. The Association is a "Private Company" within the meaning of the Companies ~~(Consolidation)~~ Acts 1908, and 1913 accordingly (A) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Association; (B) the number of the members of the Association (exclusive of persons who are in the employment of the Association, and of persons who have been in the employment of the Association while members, and have continued after the determination of such employment to be members of the Association) shall be limited to fifty, and (C) the right to transfer the shares of the Association is restricted in manner and to the extent hereinafter appearing.

SHARES.

7. The shares shall be at the disposal of the Council, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

8. No person shall be recognised by the Association as holding any share upon any trust, and the Association shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. No part of the funds of the Association shall be employed in the purchase or in loans on the security of the shares of the Association.

CALLS ON SHARES.

10. The Council may, subject to any conditions of allotment, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they may think fit, provided that seven days' notice at least is given of each call,

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and each member shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Council. A call may be made payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Council authorising such call shall have been passed.

TRANSFER OF SHARES.

11. No transfer of any share in the capital of the Association shall be registered without the previous sanction of the Council, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 6 hereof. The Council may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year.

GENERAL MEETINGS.

12. A General Meeting shall be held once in each year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint.

13. The business of the meeting shall be—

(A) To receive the report of the Council.

(B) To receive and adopt the balance sheet of the Association.

(C) To elect the Council for the ensuing year.

(D) To elect an Auditor or Auditors, and

(E) To transact such other business as shall be specified in the notice convening the meeting.

EXTRAORDINARY GENERAL MEETINGS.

14. The Council shall have power to convene at any time an Extraordinary General Meeting of the members of the Association, and at such meeting no matters shall be taken into consideration except those specified in the notice convening the same.

PROCEEDINGS AT GENERAL MEETINGS.

15. Seven days' notice at least (exclusive of the day on which the notice is deemed to be served, but inclusive of the day on which the notice is given) specifying the place, the day and hour of the meeting, and in case of special business the general nature

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of the business shall be given of all General Meetings in manner hereinafter mentioned to all the members of the Association, but the non-receipt of the notice by any member shall not invalidate the proceedings at any General Meeting.

16. Three members personally present shall be a quorum for all General Meetings.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS.

21. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

22. On a poll votes may be given either personally or by proxy.

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney, duly authorised in writing, or, if the appointor is a corporation either under the

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common seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association, not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy may be in the following form, or in any other form which the Council shall approve:—

"INTERNATIONAL BIBLE STUDENTS ASSOCIATION.

"I, ,
"of ,
"in the County of , being a member
"of the INTERNATIONAL BIBLE STUDENTS ASSOCIA-
"TION, hereby appoint ,
"of ,
"as my proxy, to vote for me and on my behalf
"at the [Ordinary or Extraordinary as the case may
"be] General Meeting of the Association, to be held
"on the day of , and
"at any adjournment thereof."

"Signed the day of 19 ."

COUNCIL AND MANAGEMENT.

26. Until otherwise determined by a General Meeting, the number of members of the Council shall not be less than two nor more than five. The first members of the Council shall be determined in writing by a majority of the subscribers of the Memorandum of Association, and the persons so elected shall hold office until the Ordinary General Meeting in the year 1915, when they shall all retire. A retiring member of the Council shall be eligible for re-election, and shall act as a member of the Council throughout the meeting at which he retires.

27. The qualification of a member of the Council shall be the holding of at least one share in the Association, and it shall be his duty to comply with the provisions of Section 73 of the Companies (Consolidation) Act 1908.

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28. The continuing members of the Council may act at any time, notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be reduced in number to less than two it shall be lawful for the remaining member of the Council to act for the purpose of filling up vacancies in the Council or summoning a General Meeting of the Association, but not for any other purpose.

29. The Council shall from time to time elect a President, who shall preside as Chairman at all General or other Meetings of the Association and of the Council, and a Vice-President, who shall preside as Chairman in the absence of the President. If at any meeting the President and Vice-President be not present within ten minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be Chairman of such meeting.

30. Two members of the Council shall form a quorum.

31. The Council shall, subject to the regulations of these Articles have power to frame regulations for their own government, to appoint sub-committees, and to delegate to them any of the powers of the Council.

32. The Council shall have power to fill up any vacancy in the Council, and any member so elected shall retain office until the next General Meeting, when he shall be eligible for re-election.

33. The Council shall have the management and application of the funds and other property of the Association, and generally the management of all the affairs and concerns of the Association.

DISQUALIFICATION OF MEMBERS OF COUNCIL.

34. The office of a member of the Council shall be vacated

(1) If by notice in writing to the Association he resigns the office of a member of the Council.

(2) If he absents himself from the meetings of the members of the Council during a continuous period of six months without special leave of absence from the Council, and they pass a resolution that he has by reason of such absence vacated office.

(3) If the members at an Extraordinary General Meeting pass a resolution calling upon him to resign his office.

BORROWING.

35. The Council may at any time borrow or raise for the purposes of the Association from the members of the Council or ordinary members or any other persons such sums of money and at

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such rates of interest as the Council may think proper and may secure the repayment of such sums by mortgage or charge upon the whole or any part of the property or assets of the Association in such manner and upon such terms and conditions and with such security as the Council shall determine.

THE SEAL.

36. The Common Seal of the Association shall, unless otherwise determined by the Council, not be affixed to any instrument of the Association except by the authority of a resolution and in the presence of at least two members of the Council and such members shall sign every instrument to which the seal shall be affixed in their presence and in favour of any person *bona fide* dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INDEMNITY.

37. The members of the Council and other officers for the time being of the Association and the trustees (if any) for the time being acting in relation to any affairs of the Association and every one of them and each and all of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Association shall or may be lodged or deposited for safe custody or for the insufficiency of or any deficiency in any security upon which any moneys of or belonging to the Association shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own wilful neglect or default respectively.

ACCOUNTS.

38. The Council shall cause true accounts to be kept:—

(A) Of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure takes place; and

(B) Of the assets and liabilities of the Association.

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30. The books of account shall be kept at the registered office of the Association or at such other place as the Council from time to time determine and shall be always open to the inspection of the members of the Council.

40. A balance sheet shall be made out in every year and laid before the Association in General Meeting made up to a date not more than six months before such meeting.

AUDIT.

41. Auditors shall be appointed and their duties regulated in accordance with Sections 112 and 113 of the Companies (Consolidation) Act 1908, or any statutory modification thereof for the time being in force.

NOTICES.

42. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notices to him.

43. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post.

44. If a member has no registered address in the United Kingdom and has not supplied to the Association an address within the United Kingdom for the giving of notices to him a notice addressed to him at the registered office of the Association shall be deemed to be duly given to him at the time at which the letter shall be delivered to the registered office of the Association.

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We, the several persons whose names and addresses are subscribed, agree to take the number of shares in the capital of the Association set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
J. Heyman. 34 Craven Terrace W. Minister of the Gospel.	Three
H. J. Shearn 34 Craven Terrace W Minister of the Gospel	Three
W. Crawford 34 Craven Terrace W. Accountant.	Three
J. Smithers 34 Craven Terrace W. Barrister-at-Law	Three

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Dated the 24th day of June, 1914.

Witness to the above Signatures—

Ernest W. Merrells

Clerk to
A. J. GREENOP & Co.,
Solicitors,
Bush Lane House,
Cannon Street,
London, E.C.

DUPLICATE FOR THE FILE.

No. 136726

UNLIMITED COMPANY

Certificate of Incorporation.

I Hereby Certify, That

International Bible Students Association

is this day Incorporated under the Companies Acts, 1908 and 1913.

Given under my hand at London, this Thirtieth day of June One Thousand, Nine Hundred and fourteen

Fees and Deed Stamps £3 : 10 : 0

Geo. Marqul

Assistant Registrar of Joint Stock Companies.

Certificate received by Chancellane for Mr Greenop & Co Buckhurst House EC

Date 2nd July 1914

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44 JAN 1945 D

ARTICLES OF AMENDMENT
(Officers' Certificate of Amendment to
the Articles of Incorporation of the
WATCH TOWER BIBLE AND TRACT SOCIETY
pursuant to the
Nonprofit Corporation Law of the
Commonwealth of Pennsylvania)

We, the undersigned Nathan H. Knorr and William E. Van Amburgh, being respectively President and Secretary of the WATCH TOWER BIBLE AND TRACT SOCIETY, hereby certify:

FIRST

The name of the corporation is Watch Tower Bible and Tract Society. The location of its registered office is Wabash Building, 410 Liberty Avenue, Pittsburgh, Allegheny County, Pennsylvania.

SECOND

The corporation was formed under the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of certain Corporations", approved April 29, 1874. The articles as applied for were granted on December 13, 1884, and recorded in the office of the Recorder of Deeds of Allegheny County on December 15, 1884, and appear in the Charter Book, Volume 9,

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page 250, of the records in said office.

THIRD

Certain resolutions for the proposed amendment of the articles of incorporation of said Society were duly adopted under and by virtue of an Act of the Assembly of the Commonwealth of Pennsylvania of May 5, 1933 (Public Law 289), known as the "Nonprofit Corporation Law", as amended April 30, 1943 (Public Law 137).

FOURTH

These said resolutions were adopted at a regular annual meeting of the shareholder-members of the Watch Tower Bible and Tract Society held at Pittsburgh, Allegheny County, Pennsylvania, on Monday, October 2, 1944, at 10 o'clock a.m., which time and place of meeting were the time and place required by the by-laws and the Nonprofit Corporation Law of the Commonwealth of Pennsylvania.

FIFTH

There were present at said meeting a quorum and more than a majority of shareholders and voting shares.

SIXTH

All of the shareholding members at said regular annual meeting were duly notified by mailing to each member on or about September 1, 1944 (more than ten days before the date of such meeting) a copy of a written notice describing in detail each of the amendments as hereinafter set forth.

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SEVENTH

A resolution was offered to said meeting to amend Article II of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article II of said articles, reading as follows:

"The purpose for which the corporation is formed is, the dissemination of Bible truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and by the use of all other lawful means which its Board of Directors, duly constituted, shall deem expedient for the furtherance of the purpose stated."

be deleted and amended by changing the same to read as follows:

II. The purposes of this Society are: To act as the servant of and the legal world-wide governing agency for that body of Christian persons known as Jehovah's witnesses; to preach the gospel of God's kingdom under Christ Jesus unto all nations as a witness to the name, word and supremacy of Almighty God JEHOVAH; to print and distribute Bibles and to disseminate Bible truths in various languages by means of making and publishing literature containing information and comment explaining Bible truths and prophecy concerning establishment of Jehovah's kingdom under Christ Jesus; to authorize and appoint agents, servants, employees, teachers, instructors, evangelists, missionaries and ministers to go forth to all the world publicly and from house to house to

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preach and teach Bible truths to persons willing to listen by leaving with such persons said literature and by conducting Bible studies thereon; to improve men, women and children mentally and morally by Christian missionary work and by charitable and benevolent instruction of the people in the Bible and incidental scientific, historical and literary subjects; to establish and maintain private Bible schools and classes for gratuitous instruction of men and women in the Bible, Bible literature and Bible history; to teach, train, prepare and equip men and women as ministers, missionaries, evangelists, preachers, teachers and lecturers; to provide and maintain homes, places and buildings for gratuitous housing of such students, lecturers, teachers and ministers; to furnish gratuitously to such students, lecturers, teachers, educators and ministers suitable meals and lodging and to prepare, support, maintain and send out to various parts of the world Christian missionaries, teachers and instructors in the Bible and Bible literature, and for public Christian worship of Almighty God and Christ Jesus; to arrange for and hold local and world-wide assemblies for such worship; to use or operate radio broadcasting stations for preaching this gospel of the kingdom; and to do any and all other lawful things that its Board of Directors shall deem expedient for the purposes stated.

The foregoing resolution for the said amendment of Article II was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

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The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

EIGHTH

A resolution was offered to said meeting to amend Article III of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article III of said articles, reading as follows:

"The place where the business of the said corporation is to be transacted is the City of Allegheny, in the County of Allegheny, and State of Pennsylvania."

be deleted and amended by changing the same to read as follows:

III. The location and post office address of the registered office of the Society is in the City of Pittsburgh, County of Allegheny, Commonwealth of Pennsylvania.

The foregoing resolution for the said amendment of Article III was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members

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who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

NINTH

A resolution was offered to said meeting to amend Article V of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article V of said articles, reading as follows:

"The names and residences of the subscribers are as follows:

Charles T. Russell,	Allegheny City, Pennsylvania.
William I. Mann,	Benwood, West Virginia.
Maria F. Russell,	Allegheny City, Pennsylvania.
Wm. C. McMillan,	Latrobe, Pennsylvania.
Simon O. Blunden,	New York City, New York.
J. B. Adamson,	Allegheny City, Pennsylvania.
Joseph F. Smith,	Pittsburgh, Pennsylvania.

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"The corporation has no capital stock. Each donation of Ten dollars to the funds of said corporation shall entitle the contributor, or his assigns, to one non-forfeitable, non-assessable, and non-dividend-bearing share, and to one vote for every such share in said corporation. Certificate of membership so acquired shall be issued by the Secretary, countersigned by the President, to the person entitled thereto." be deleted and amended by changing the same to read as follows:

V. The names and residences of the subscribers are as follows:

Charles T. Russell,	Allegheny City, Pennsylvania.
William I. Mann,	Benwood, West Virginia.
Maria F. Russell,	Allegheny City, Pennsylvania.
Wm. C. McMillan,	Latrobe, Pennsylvania.
Simon O. Blunden,	New York City, New York.
J. B. Adamson,	Allegheny City, Pennsylvania.
Joseph F. Smith,	Pittsburgh, Pennsylvania.

The corporation has no capital stock. It is not operated on a stock-share basis but on a non-stock basis. It does not contemplate pecuniary gain or profit, incidentally or otherwise, to its members, directors or officers. Its members shall be only men who are mature, active and faithful witnesses of Jehovah devoting full time to performance of one or more of its chartered purposes under its direction and by its authority, or such men who are devoting part time as active presiding ministers or servants of congregations of Jehovah's witnesses.

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A man who is found to be in harmony with the purposes of the Society and who possesses the above qualifications may be elected as a member upon being nominated by a member, director or officer, or upon written application to the President or Secretary. Such nominee shall be elected upon a finding by the Board of Directors that he possesses the necessary qualifications and by receiving a majority vote of the members present at a meeting of the Board of Directors. Membership shall be evidenced by a certificate bearing the statement that this Society is a nonprofit corporation and the signatures of at least two of its officers.

Membership at any one time shall be not more than 500 and not less than 300, including approximately seven residents of each of the 48 states of the United States of America on their becoming members.

All members shall be of the same class and each shall be entitled to one vote at all meetings of members. Voting may be by proxy when done in the manner provided by the by-laws. No member shall sell, transfer or assign his vote. The right to vote is personal and cannot be conveyed by will or other instrument upon a member's death.

A meeting for electing directors and transaction of other business shall be held annually at a time and place fixed by the by-laws. At such meeting a majority of the members shall constitute a quorum.

Any member may withdraw from the Society after fulfilling all obligations to it by giving written notice of such

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intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

A member may be suspended for a period or expelled for cause upon wilfully violating any of the by-laws, reasonable rules, or ordinances of the Society, or upon becoming out of harmony with any of the Society's purposes or any of its work, or for wilful conduct prejudicial to the best interests of the Society and contrary to his duties as a member, or upon ceasing to be a full-time servant of the Society or a part-time servant of a congregation of Jehovah's witnesses. Suspension or expulsion shall be by a majority vote of the directors, provided that a statement of the cause therefor shall have been sent by registered mail to the member at his last recorded address at least ten (10) days before a regular or special meeting of the directors; and such statement shall be accompanied by a notice of the time when and place where the Board of Directors will act in the premises, provided that said member shall have been given opportunity to present a defense at the time and place mentioned in such notice. Expulsion of a member forfeits any interest he has or had in and to the Society or any office therein, and cancels the right to participate in any meeting as a member and the right to vote, provided he shall have the right to be heard before expulsion.

The foregoing resolution for the said amendment of Article V was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted

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by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,255 votes.

AGAINST the resolution 47 votes.

TENTH

A resolution was offered to said meeting to amend Article VII of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article VII of said articles, reading as follows:

"The said corporation by its Board of Directors, a majority of whom shall constitute a quorum for the transaction of business, shall have full power and authority to make and enact by-laws, rules, and ordinances, which shall be deemed and taken to be the law of said corporation, and do any and everything useful for the good government and support of the

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affairs of the said corporation; provided that the said by-laws, rules and ordinances, or any of them, shall not be repugnant to this charter, to the constitution and laws of the Commonwealth of Pennsylvania, and the Constitution of the United States." be deleted and amended by changing the same to read as follows:

VII. The government of the corporation vests in its Board of Directors, a majority of whom shall constitute a quorum for the transaction of business. The directors shall have full power and authority to make, amend and repeal by-laws, rules, and ordinances, which shall be the law of the Society; to disburse funds; to sell, or delegate to its officers authority to sell, real estate and personal property owned by the Society; to borrow money for the Society; to hold meetings at such times and places as may be designated by the Board; to admit members and suspend or expel them; to elect officers and employ agents, all of which powers are in addition to and not in limitation of the powers usually exercised by the directors; and also to devise and carry into execution such other measures as they may deem proper and expedient to promote the objects of the Society and to protect the interests and welfare of its members and to do any and every useful thing for the good government and support of the affairs of the Society.

The foregoing resolution for the said amendment of Article VII was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-

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members of the corporation in good standing at the time of said meeting was 232, 266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

ELEVENTH

A resolution was offered to said meeting to amend Article VIII of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article VIII of said articles, reading as follows:

"The said corporation shall have as officers a President, who shall preside at the meetings of the Board of Directors, a Vice President, who shall preside in the absence of the President, and a Secretary, who shall also be Treasurer; and these officers shall be chosen from among the members of the Board of Directors annually on the first Saturday of each year, by an election by ballot to be held at the principal office of the corporation in Allegheny City, Pennsylvania. The members of the Board of Directors shall hold their respective offices for life, unless removed by a two-thirds vote of the share

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holders, and vacancies in the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within twenty days from the time when such vacancy, or vacancies, shall occur, and in the event of a failure to fill such vacancy, or vacancies, in the manner aforesaid, within thirty days from the time when such vacancy, or vacancies, shall occur, then the said vacancy or vacancies shall be filled by the appointment of the President, and the person, or persons, so appointed shall hold his, or their, office, or offices, until the next annual election of officers of the corporation, when such vacancy, or vacancies, shall be filled by election, in the same manner as the President, Vice President, and Secretary and Treasurer are elected. The persons entitled to vote at annual elections of the corporation, shall be those who hold certificates of membership acquired in the manner aforesaid." be deleted and amended by changing the same to read as follows:

VIII. Directors shall be elected by the members at an annual meeting and hold office until successors qualify. At the annual meeting next held after this amendment to the articles of incorporation there shall be an election by ballot for seven directors of the Society, two of whom shall be elected for a term of one year, two for two years and three for three years. At each annual meeting thereafter a number of directors equal to that of those whose terms have expired shall be elected for the term of three years. At expiration of the said term of three years, any director may be reelected. Directors shall be selected from the membership of the Society.

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Officers of the Society, chosen from among members of the Board of Directors, shall be a President (who shall preside at the meetings of the Board of Directors), a Vice President (who shall preside in the absence of the President) and a Secretary and a Treasurer. At the option of the Board of Directors the Secretary also may hold the office of Treasurer. The Board of Directors shall elect officers, who shall hold office for a term of one year, or until successors qualify. Meetings for election of officers shall be held annually at a time and place fixed by the by-laws.

Vacancies in any office or the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within thirty days from the time when such vacancy or vacancies shall occur. If the Board fails to fill such vacancy or vacancies in the time and manner above provided, then the President, or if the office of the President be vacant, then the Vice President, performing the duties of President, shall fill such vacancy or vacancies by appointing the person or persons who shall hold office until the next annual meeting when such vacancy or vacancies shall be filled by election.

Officers may be removed from office upon a vote of a majority of all the Directors. Directors may be removed from the Board upon a vote of two-thirds of the members of the Society.

The foregoing resolution for the said amendment of Article VIII was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly

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adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

TWELFTH

A resolution was offered to said meeting to amend Article X of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article X of said articles, reading as follows:

"The said corporation, by the name, style, and title aforesaid, shall have the right, power, and authority to take, receive and hold in fee simple, or any less estate, all such messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money."

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be deleted and amended by changing the same to read as follows:

X. The said corporation shall have the right, power, and authority to take, receive and hold donations and contributions of money and property, bequests and legacies to be used to further the chartered purposes; to receive and hold in fee simple, or any less estate, all such messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money.

The foregoing resolution for the said amendment of Article X was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

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THIRTEENTH

A resolution was offered to said meeting to authorize and direct the application to the Court to have each of the foregoing amendments to the articles of incorporation approved by the Court. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that

WHEREAS the shareholder-voters, being the members entitled to vote for amendments to the articles of incorporation, have duly adopted Resolutions numbers 2, 3, 4, 5, 6 and 7 for the amendments to the articles of incorporation, and which said Resolutions have been duly adopted by a majority of the members entitled to vote thereon,

NOW THEREFORE the officers of the Watch Tower Bible and Tract Society are hereby directed to prepare the articles of amendment and officers' certificate of amendment to the articles of incorporation, and to certify the copies of each Resolution amending the articles of incorporation, and to file the same with the Prothonotary of the Common Pleas Court and cause to be advertised in the newspapers the necessary notice of the intention to apply to the Common Pleas Court for an order approving the articles of amendment and to take any and all other further steps necessary to effectuate the amendment to the articles of incorporation, pursuant to the resolution herein made at this annual meeting.

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The foregoing resolution to authorize and direct the application to the Court to have each of the foregoing amendments to the articles of incorporation approved by the Court was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes

FOURTEENTH

The total vote by which each of the aforesaid resolutions amending the articles of incorporation and authorizing the application to the Court was adopted is shown above under each of said resolutions. The undersigned officers do hereby certify that the total vote thus shown is true and correct according to the records of said annual meeting; and said officers do hereby further certify that the foregoing copies of said resolutions adopted at the said meeting by the voting shareholders are each, respectively, a true and correct copy of each of said resolutions for the amendment of the articles

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of incorporation and for authorizing the application to the Court, as the same was offered to and adopted by the voting shareholders at said meeting and as the said resolutions appear of record in the minutes of said annual meeting.

IN WITNESS WHEREOF the Watch Tower Bible and Tract Society has caused these Articles of Amendment to be signed by its President, and its corporate seal, duly attested by its Secretary, to be hereunto affixed this second day of October 1944.

Attest: WATCH TOWER BIBLE AND TRACT SOCIETY [Corp.Seal]

W. E. Van Amburgh, Secretary

By N. H. Knorr, President

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY)
CITY OF PITTSBURGH) SS:

BE IT REMEMBERED that on this second day of October 1944, before me, a Notary Public in and for the County aforesaid, personally appeared NATHAN H. KNORR, President, and WILLIAM E. VAN AMBURGH, Secretary, of the WATCH TOWER BIBLE AND TRACT SOCIETY, the corporation named in and which executed the foregoing Articles of Amendment, who being duly sworn, did depose and say that they were personally present at the execution of the foregoing Articles of Amendment and saw the common or corporate seal of the WATCH TOWER BIBLE AND TRACT SOCIETY affixed thereto;

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that the seal affixed thereto is the common or corporate seal of the corporation; that the foregoing Articles of Amendment were duly signed, sealed and delivered by and as and for the act and deed of the corporation by the authority and at the direction of a majority of the members of the corporation; and that the names of the said NATHAN H. KNORR as President and of WILLIAM E. VAN AMBURGH as Secretary, subscribed thereto are in their proper and respective handwriting.

Sworn to and subscribed before me this 2nd day of October 1944.
A. C. Swanson Notary Public (N.P.Seal)
My commission expires April 1, 1945

Nathan H. Knorr
Wm. E. Van Amburgh

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY
CITY OF PITTSBURGH
SS:

NATHAN H. KNORR and WILLIAM E. VAN AMBURGH, being severally and duly sworn, do depose and say, and each for himself deposes and says: That he, the said NATHAN H. KNORR, is the President of the Watch Tower Bible and Tract Society, and he, the said WILLIAM E. VAN AMBURGH, is the Secretary thereof. That they have been duly authorized to execute, apply the corporate seal and file the foregoing articles of amendment to the articles of incorporation of said Society by the affirmative vote cast in person and by proxy of the majority of shareholder-members of said corporation who were entitled to vote on each and all of the resolutions contained in the foregoing articles of amendment, and that such vote was cast at the said annual meeting of said members called for that purpose upon notice

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given in the time and manner required by law; that each deponent has read the foregoing certificate and that each and every statement of fact therein contained is true and correct.

Subscribed and sworn to before me this 2nd day of October 1944. A. C. Swanson Notary Public (N.P.Seal) My commission expires April 1, 1945) Nathan H. Knorr Wm. E. Van Amburgh

IN THE COURT OF COMMON PLEAS
OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE PETITION OF WATCH TOWER BIBLE AND TRACT SOCIETY, for approval of amendment to articles of incorporation) No. 44 January Term, 1945

ORDER OF COURT

And Now, to-wit, this 15 day of February, A.D. 1945, the foregoing petition and application for amendments to the charter of the Watch Tower Bible and Tract Society having been presented in open court and proper proofs of publication of notice having been filed in connection therewith and said petition and articles of amendments having been filed with the Prothonotary of the Court of Common Pleas of Allegheny County, Pennsylvania, as provided by law, and the matter having been referred to Horace Thomas, Jr., Esq., as Master, who has filed his report recommending said application, and the court having

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considered this application fully, the Master's report and his recommendation favoring and recommending the granting of said application, petition and amendments and being of the opinion that said petition and articles for the amendments prayed for are lawful and do not conflict with the requirements of the Act of May 5, A.D. 1933, P. L. 289 of the State of Pennsylvania, known as the Non-Profit Corporation Act, and the amendments and supplements thereto,

IT IS THEREFORE HEREBY ORDERED AND DECREED that the foregoing articles of amendments of the Watch Tower Bible and Tract Society be and the same are hereby approved and upon the recording of said articles of amendments, together with this Order, with the Recorder of Deeds of Allegheny County, Pennsylvania, the amendments specified in the articles of amendments shall become a part of the original charter of the Watch Tower Bible and Tract Society aforesaid.

BY THE COURT

[Court Seal]

February 27, 1945
From the Record
David B. Roberts, Prothonotary

by E. C. Kvatsak,
Deputy

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STATE OF PENNSYLVANIA, County of Allegheny, ss:

Recorded in the office for the recording of Deeds, etc., in and for the said County, on the 27th day of February, A.D. 1945, in Charter Book, Vol. 70, page 171.

WITNESS my hand and seal of said office, the day and year aforesaid.

Anthony J. Gerard, Recorder [Seal]

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STATE OF PENNSYLVANIA, }
COUNTY OF ALLEGHENY } SS:

I, MICHAEL A. DELLA VECCHIA

RECORDER OF DEEDS, ETC., IN AND FOR SAID COUNTY, DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF

Charter

AS THE SAME WAS RECORDED IN THE RECORDER'S OFFICE IN AND FOR SAID COUNTY ON THE 27th DAY OF February A.D. 19 45 AND IS ON RECORD IN

Charter BOOK VOL. 70 PAGE 171

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE SAID OFFICE THE 13th DAY OF November A.D. 19 87

Michael A. Della Vecchia

RECORDER

44 JAN 1945 D

ARTICLES OF AMENDMENT
(Officers' Certificate of Amendment to
the Articles of Incorporation of the
WATCH TOWER BIBLE AND TRACT SOCIETY
pursuant to the
Nonprofit Corporation Law of the
Commonwealth of Pennsylvania)

We, the undersigned Nathan H. Knorr and William E. Van Amburgh, being respectively President and Secretary of the WATCH TOWER BIBLE AND TRACT SOCIETY, hereby certify:

First

The name of the corporation is Watch Tower Bible and Tract Society. The location of its registered office is Wabash Building, 410 Liberty Avenue, Pittsburgh, Allegheny County, Pennsylvania.

Second

The corporation was formed under the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of certain Corporations", approved April 29, 1874. The articles as applied for were granted on December 13, 1884, and recorded in the Office of the Recorder of Deeds of Allegheny County on December 15, 1884, and appear in the Charter Book, Volume 9, page 250, of the records in said office.

Third

Certain resolutions for the proposed amendment of the articles of incorporation of said Society were duly adopted under and by virtue of an Act of the Assembly of the Commonwealth of Pennsylvania of May 5, 1933 (Public Law 289), known as the "Nonprofit Corporation Law", as amended April 30, 1943 (Public Law 137).

Fourth

These said resolutions were adopted at a regular annual meeting of the shareholder-members of the Watch Tower Bible and Tract Society was held at Pittsburgh, Allegheny County, Pennsylvania, on Monday, October 2, 1944, at 10 o'clock a. m., which time and place of meeting were the time and place required by the by-laws and the Nonprofit Corporation Law of the Commonwealth of Pennsylvania.

Fifth

There were present at said meeting a quorum and more than a majority of shareholders and voting shares.

Sixth

All of the shareholding members at said regular annual meeting were duly notified by mailing to each member on or about September 1, 1944 (more than ten days before the date of such meeting) a copy of a written notice describing in detail each of the amendments as hereinafter set forth.

Seventh

A resolution was offered to said meeting to amend Article II of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article II of said articles, reading as follows:

"The purpose for which the corporation is formed is, the dissemination of Bible truths in various languages by means of the publication of tracts, pamphlets, papers and other religious documents, and by the use of all other lawful means which its Board of Directors, duly constituted, shall deem expedient for the furtherance of the purpose stated."

be deleted and amended by changing the same to read as follows:

II. The purposes of this Society are: To act as the servant of and the legal world-wide governing agency for that body of Christian persons known as Jehovah's witnesses; to preach the gospel of God's kingdom under Christ Jesus unto all nations as a witness to the name, word and supremacy of Almighty God JEHOVAH; to print and distribute Bibles and to disseminate Bible truths in various languages by means of making and publishing literature containing information and comment explaining Bible truths and prophecy concerning establishment of Jehovah's kingdom under Christ Jesus; to authorize and appoint agents,

servants, employees, teachers, instructors, evangelists, missionaries and ministers to go forth to all the world publicly and from house to house to preach and teach Bible truths to persons willing to listen by leaving with such persons said literature and by conducting Bible studies thereon; to improve men, women and children mentally and morally by Christian missionary work and by charitable and benevolent instruction of the people on the Bible and incidental scientific, historical and literary subjects; to establish and maintain private Bible schools and classes for gratuitous instruction of men and women in the Bible, Bible literature and Bible history; to teach, train, prepare and equip men and women as ministers, missionaries, evangelists, preachers, teachers and lecturers; to provide and maintain homes, places and buildings for gratuitous housing of such students, lecturers, teachers and ministers; to furnish gratuitously to such students, lecturers, teachers, educators and ministers suitable meals and lodging and to prepare, support, maintain and send out to various parts of the world Christian missionaries, teachers and instructors in the Bible and Bible literature, and for public Christian worship of Almighty God and Christ Jesus; to arrange for and hold local and world-wide assemblies for such worship; to use or operate radio broadcasting stations for preaching this gospel of the kingdom; and to do any and all other lawful things that its Board of Directors shall deem expedient for the purposes stated.

The foregoing resolution for the said amendment of Article II was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder members appearing in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

Eighth

A resolution was offered to said meeting to amend Article III of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article III of said articles, reading as follows:

"The place where the business of the said corporation is to be transacted is the City of Allegheny, in the County of Allegheny, and State of Pennsylvania."

be deleted and amended by changing the same to read as follows:

III. The location and post office address of the registered office of the Society is in the City of Pittsburgh, County of Allegheny, Commonwealth of Pennsylvania.

The foregoing resolution for the said amendment of Article III was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.

AGAINST the resolution None votes.

Ninth

A resolution was offered to said meeting to amend Article V of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article V of said articles, reading as follows:

"The names and residences of the subscribers are as follows:

Charles T. Russell	Allegheny City,	Pennsylvania
William I. Mann	Benwood,	West Virginia
Maria F. Russell,	Allegheny City,	Pennsylvania
Wm. C. McMillan,	Latrobe,	Pennsylvania.
Simon O. Blunden,	New York City,	New York
J. B. Adamson,	Allegheny City,	Pennsylvania
Joseph F. Smith,	Pittsburgh,	Pennsylvania

"The corporation has no capital stock. Each donation of Ten dollars to the funds of said corporation shall entitle the contributor, or his assigns, to one non-forfeitable, non-assessable, and non-dividend bearing share, and to one vote for every such share in said corporation. Certificate of membership so acquired shall be issued by the Secretary, countersigned by the President, to the persons entitled thereto."

be deleted and amended by changing the same to read as follows:

V. The names and residences of the subscribers are as follows:

Charles T. Russell,	Allegheny City,	Pennsylvania.
William I. Mann,	Benwood,	West Virginia.
Maria F. Russell,	Allegheny City,	Pennsylvania.
Wm. C. McMillan,	Latrobe,	Pennsylvania.
Simon O. Blunden,	New York City,	New York.
J. B. Adamson,	Allegheny City,	Pennsylvania.
Joseph F. Smith,	Pittsburgh,	Pennsylvania.

The corporation has no capital stock. It is not operated on a stock-share basis

but on a non-stock basis. It does not contemplate pecuniary gain or profit, incidentally or otherwise, to its members, directors or officers. Its members shall be only men who are mature, active and faithful witnesses of Jehovah devoting full time to performance of one or more of its chartered purposes under its direction and by its authority, or such men who are devoting part time as active presiding ministers or servants of congregations of Jehovah's witnesses.

A man who is found to be in harmony with the purposes of the Society and who possesses the above qualifications may be elected as a member upon being nominated by a member, director or officer, or upon written application to the President or Secretary. Such nominee shall be elected upon a finding by the Board of Directors that he possesses the necessary qualifications and by receiving a majority vote of the members present at a meeting of the Board of Directors. Membership shall be evidenced by a certificate bearing the statement that this Society is a nonprofit corporation and the signatures of at least two of its officers.

Membership at any one time shall be not more than 500 and not less than 300, including approximately seven residents of each of the 48 states of the United States of America on their becoming members.

All members shall be of the same class and each shall be entitled to one vote at all meetings of members. Voting may be by proxy when done in the manner provided by the by-laws. No member shall sell, transfer or assign his vote. The right to vote is personal and cannot be conveyed by will or other instrument upon a member's death.

A meeting for electing directors and transaction of other business shall be held annually at a time and place fixed by the by-laws. At such meeting a majority of the members shall constitute a quorum.

Any member may withdraw from the Society after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

A member may be suspended for a period or expelled for cause upon wilfully violating any of the by-laws, reasonable rules, or ordinances of the Society, or upon becoming out of harmony with any of the Society's purposes or any of its work, or for wilful conduct prejudicial to the best interests of the Society and contrary to his duties as a member, or upon ceasing to be a full-time servant of the Society or a part-time servant of a congregation of Jehovah's witnesses. Suspension or expulsion shall be by a majority vote of the directors, provided that a statement of the cause therefor shall have been sent by registered mail to the member at his last recorded address at least ten (10) days before a regular or special meeting of the directors; and such statement shall be accompanied by a notice of the time when and place where the Board of Directors will act in the premises, provided that said member shall have been given opportunity to present a defense at the time and place mentioned in such notice. Expulsion of a member forfeits any interest he has or had in and to the Society or any office therein, and cancels the right to participate in any meeting as a member and the right to vote, provided he shall have the right to be heard before expulsion.

The foregoing resolution for the said amendment of Article V was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,255 votes.
AGAINST the resolution 47 votes.

TENTH

A resolution was offered to said meeting to amend Article VII of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article VII of said articles, reading as follows:

"The said corporation by its Board of Directors, a majority of whom shall constitute a quorum for the transaction of business, shall have full power and authority to make and enact by-laws, rules, and ordinances, which shall be deemed and taken to be the law of said corporation, and do any and everything useful for the good government and support of the affairs of the said corporation; provided that the said by-laws, rules and ordinances, or any of them, shall not be repugnant to this charter, to the constitution and laws of the Commonwealth of Pennsylvania, and the Constitution of the United States."

be deleted and amended by changing the same to read as follows:

VII. The government of the corporation vests in its Board of Directors, a majority of whom shall constitute a quorum for the transaction of business. The directors shall have full power and authority to make, amend and repeal by-laws, rules, and ordinances, which shall be the law of the Society; to disburse funds; to sell, or delegate to its officers authority to sell, real estate and personal property owned by the Society; to borrow money for the Society; to hold meetings at such times and places as may be designated by the Board; to admit members and suspend or expel them; to elect officers and employ agents, all of which powers are in addition to and not in limitation of the powers usually exercised by the directors; and also to devise and carry into execution such other measures as they may deem proper and expedient to promote the objects of the Society and to protect the interests and welfare of its members and to do any and every useful thing for the good government and support of the affairs of the Society.

The foregoing resolution for the said amendment of Article VII was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was

duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.
AGAINST the resolution None votes.

ELEVENTH

A resolution was offered to said meeting to amend Article VIII of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article VIII of said articles, reading as follows:

"The said corporation shall have as officers a President, who shall preside at the meetings of the Board of Directors, a Vice President, who shall preside in the absence of the President, and a Secretary, who shall also be Treasurer; and these officers shall be chosen from among the members of the Board of Directors annually on the first Saturday of each year, by an election by ballot to be held at the principal office of the corporation in Allegheny City, Pennsylvania. The members of the Board of Directors shall hold their respective offices for life, unless removed by a two-thirds vote of the share holders, and vacancies in the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within twenty days from the time when such vacancy, or vacancies, shall occur, and in the event of a failure to fill such vacancy, or vacancies, in the manner aforesaid, within thirty days from the time when such vacancy, or vacancies, shall occur, then the said vacancy or vacancies shall be filled by the appointment of the President, and the person, or persons, so appointed shall hold his, or their, office, or offices, until the next annual election of officers of the corporation, when such vacancy, or vacancies, shall be filled by election, in the same manner as the President, Vice President, and Secretary and Treasurer are elected. The persons entitled to vote at annual elections of the corporation, shall be those who hold certificates of membership acquired in the manner aforesaid."

be deleted and amended by changing the same to read as follows:

VIII. Directors shall be elected by the members at an annual meeting and hold office until successors qualify. At the annual meeting next held after this amendment to the articles of incorporation there shall be an election by ballot for seven directors of the Society, two of whom shall be elected for a term of one year, two for two years and three for three years. At each annual meeting thereafter a number of directors equal to that of those whose terms have expired shall be elected for the term of three years. At expiration of the said term of three years, any director may be reelected. Directors shall be selected from the membership of the Society.

Officers of the Society, chosen from among members of the Board of Directors, shall be a President (who shall preside at the meetings of the Board of Directors), a Vice-President (who shall preside in the absence of the President) and a Secretary and a Treasurer. At the option of the Board of Directors the Secretary also may hold the office of Treasurer. The Board of Directors shall elect officers, who shall hold office for a term of one year, or until successors qualify. Meetings for election of officers shall be held annually at a time and place fixed by the by-laws.

Vacancies in any office or the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within thirty days from the time when such vacancy or vacancies shall occur. If the Board fails to fill such vacancy or vacancies in the time and manner above provided, then the President, or if the office of the President be vacant, then the Vice-President, performing the duties of President, shall fill such vacancy or vacancies by appointing the person or persons who shall hold office until the next annual meeting when such vacancy or vacancies shall be filled by election.

Officers may be removed from office upon a vote of a majority of all the Directors. Directors may be removed from the Board upon a vote of two-thirds of the members of the Society.

The foregoing resolution for the said amendment of Article VIII was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.
AGAINST the resolution None votes.

TWELFTH

A resolution was offered to said meeting to amend Article X of the articles of incorporation. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article X of said articles, reading as follows:

"The said corporation, by the name, style, and title aforesaid, shall have the right, power, and authority to take, receive and hold in fee simple, or any less estate, all such messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or

otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money."

be deleted and amended by changing the same to read as follows:

I. The said corporation shall have the right, power, and authority to take, receive and hold donations and contributions of money and property, bequests and legacies to be used to further the chartered purposes; to receive and hold in fee simple, or any less estate, all such messuages, lots, lands, buildings, tenements, rents, annuities, franchises and hereditaments as may be necessary and proper for its purposes; and to sell, lease, mortgage, or otherwise dispose of the same or any part thereof; and it shall have the same right, power, and authority to take, receive and hold, and to sell, lease or dispose of any and all kinds of personal property and money.

The foregoing resolution for the said amendment of Article I was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.
AGAINST the resolution None votes.

THIRTEENTH

A resolution was offered to said meeting to authorize and direct the application to the Court to have each of the foregoing amendments to the articles of incorporation approved by the Court. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that

WHEREAS the shareholder-voters, being the members entitled to vote for amendments to the articles of incorporation, have duly adopted Resolutions numbers 2, 3, 4, 5, 6 and 7 for the amendments to the articles of incorporation, and which said Resolutions have been duly adopted by a majority of the members entitled to vote thereon.

NOW THEREFORE the officers of the Watch Tower Bible and Tract Society are hereby directed to prepare the articles of amendment and officers' certificate of amendment to the articles of incorporation, and to certify the copies of each Resolution amending the articles of incorporation, and to file the same with the Prothonotary of the Common Pleas Court and cause to be advertised in the newspapers the necessary notice of the intention to apply to the Common Pleas Court for an order approving the articles of amendment and to take any and all other further steps necessary to effectuate the amendment to the articles of incorporation, pursuant to the resolution herein made at this annual meeting.

The foregoing resolution to authorize and direct the application to the Court to have each of the foregoing amendments to the articles of incorporation approved by the Court was discussed and considered and upon being submitted to vote of the members entitled to vote thereon was duly adopted by a vote of more than a majority of said members who voted as a class.

The total number of voting shares of shareholder-members of the corporation in good standing at the time of said meeting was 232,266.

The total number of voting shares of shareholder-members appearing at said meeting in person and by proxy was 225,305.

The total vote upon the foregoing resolution when separately offered and adopted was: 225,302.

FOR the resolution 225,302 votes.
AGAINST THE resolution None votes

FOURTEENTH

The total vote by which each of the aforesaid resolutions amending the articles of incorporation and authorizing the application to the Court was adopted is shown above under each of said resolutions. The undersigned officers do hereby certify that the total vote thus shown is true and correct according to the records of said annual meeting; and said officers do hereby further certify that the foregoing copies of said resolutions adopted at the said meeting by the voting shareholders are each, respectively, a true and correct copy of each of said resolutions for the amendment of the articles of incorporation and for authorizing the application to the Court, as the same was offered to and adopted by the voting shareholders at said meeting and as the said resolutions appear of record in the minutes of said annual meeting.

IN WITNESS WHEREOF the Watch Tower Bible and Tract Society has caused these Articles of Amendment to be signed by its President, and its corporate seal, duly attested by its Secretary, to be hereunto affixed this second day of October 1944.

Attest:
W. E. Van Amburgh, Secretary

WATCH TOWER BIBLE AND TRACT SOCIETY (Corp.Seal)
By N. H. Knorr,
President

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY)SS:
CITY OF PITTSBURGH)

BE IT REMEMBERED that on this second day of October 1944, before me, a Notary Public in and for the County aforesaid, personally appeared NATHAN H. KNORR, President, and WILLIAM E. VAN AMBURGH, Secretary, of the WATCH TOWER BIBLE AND TRACT SOCIETY, the corporation named in and which executed the foregoing Articles of Amendment, who being duly sworn, did depose and say that they were personally present at the execution of the foregoing Articles of Amendment and saw the common or corporate seal of the WATCH TOWER BIBLE AND TRACT SOCIETY affixed thereto; that

the seal affixed thereto is the common or corporate seal of the corporation; that the foregoing Articles of Amendment were duly signed, sealed and delivered by and as and for the act and deed of the corporation by the authority and at the direction of a majority of the members of the corporation; and that the names of the said NATHAN H. KNORR as President and of WILLIAM E. VAN AMBURGH as Secretary, subscribed thereto are in their proper and respective handwriting.

Sworn to and subscribed before me) Nathan H. Knorr
this 2nd day of October 1944.) Wm. E. Van Amburgh
A. C. Swanson Notary Public (N.P.Seal))
My commission expires April 1, 1945)

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY)SS:
CITY OF PITTSBURGH)

NATHAN H. KNORR and WILLIAM E. VAN AMBURGH, being severally and duly sworn, do depose and say, and each for himself deposes and says: That he, the said NATHAN H. KNORR, is the President of the Watch Tower Bible and Tract Society, and he, the said WILLIAM E. VAN AMBURGH, is the Secretary thereof. That they have been duly authorized to execute, apply the corporate seal and file the foregoing articles of amendment to the articles of incorporation of said Society by the affirmative vote cast in person and by proxy of the majority of shareholder-members of said corporation who were entitled to vote on each and all of the resolutions contained in the foregoing articles of amendment, and that such vote was cast at the said annual meeting of said members called for that purpose upon notice given in the time and manner required by law; that each deponent has read the foregoing certificate and that each and every statement of fact therein contained is true and correct.

Subscribed and sworn to before me) Nathan H. Knorr
this 2nd day of October 1944.) Wm. E. Van Amburgh
A. C. Swanson Notary Public (N.P.Seal))
My commission expires April 1, 1945)

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

IN RE)
PETITION OF WATCH TOWER BIBLE)
AND TRACT SOCIETY, for approval of) No. 44 January Term, 1945
amendment to articles of)
incorporation)

ORDER OF COURT

And Now, to-wit, this 15 day of February, A.D. 1945, the foregoing petition and application for amendments to the charter of the Watch Tower Bible and Tract Society having been presented in open court and proper proofs of publication of notice having been filed in connection therewith and said petition and articles of amendments having been filed with the Prothonotary of the Court of Common Pleas of Allegheny County, Pennsylvania, as provided by law, and the matter having been referred to Horace Thomas, Jr., Esq., as Master, who has filed his report recommending said application, and the court having considered this application fully, the Master's report and his recommendation favoring and recommending the granting of said application, petition and amendments and being of the opinion that said petition and articles for the amendments prayed for are lawful and do not conflict with the requirements of the Act of May 5, A.D. 1933, P. L. 289 of the State of Pennsylvania, known as the Non-Profit Corporation Act, and the amendments and supplements thereto.

IT is therefore hereby ordered and decreed that the foregoing articles of amendments of the Watch Tower Bible and Tract Society be and the same are hereby approved and upon the recording of said articles of amendments, together with this Order, with the Recorder of Deeds of Allegheny County, Pennsylvania, the amendments specified in the articles of amendments shall become a part of the original charter of the Watch Tower Bible and Tract Society aforesaid.

BY THE COURT

February 27, 1945
From the Record
David B. Roberts (Court Seal)
Prothonotary
by E. C. Kvatsak,
Deputy

No. 7945. Recorded February 27, 1945.
Written by Morrison. Compared by Andrew & L. Powell

34-7523 1502

924 JAT 2935 D

WATCH TOWER BIBLE AND TRACT SOCIETY)
)
ARTICLES OF AMENDMENT)

(Officers' Certificate of Amendment to the Articles of Incorporation of the WATCH TOWER BIBLE AND TRACT SOCIETY pursuant to the Nonprofit Corporation Law of the Commonwealth of Pennsylvania)

We, the undersigned Nathan H. Knorr and Grant Suiter, being respectively President and Secretary of WATCH TOWER BIBLE AND TRACT SOCIETY, hereby certify:

FIRST

The name of the corporation is Watch Tower Bible and Tract Society. The location of its registered office is 4100 Bigelow Boulevard, Pittsburgh 13, Pennsylvania.

SECOND

The corporation was formed under the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of Certain Corporations", approved April 29, 1874. The articles as applied for were granted on December 13, 1884, and recorded in the office of the Recorder of Deeds of Allegheny County on December 15, 1884, and appear in the Charter Book, Volume 9, page 250, of the records in said office.

THIRD

Certain resolutions for the proposed amendment of the

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articles of incorporation of said society were duly adopted under and by virtue of an Act of the Assembly of the Commonwealth of Pennsylvania of May 5, 1933 (Public Law 239), known as the "Nonprofit Corporation Law", as amended April 30, 1943 (Public Law 137).

FOURTH

These said resolutions were adopted at a regular annual meeting of the members of the Watch Tower Bible and Tract Society held at Pittsburgh, Allegheny County, Pennsylvania, on Saturday, October 1, 1955, at 10 o'clock a.m., which time and place of meeting were the time and place required by the by-laws and the Nonprofit Corporation Law of the Commonwealth of Pennsylvania.

FIFTH

There were present at said meeting a quorum and more than a majority of the members.

SIXTH

All of the members at said regular annual meeting were duly notified by mailing to each member on or about September 1, 1955 (more than ten days before the date of such meeting) a copy of a written notice.

SEVENTH

A resolution was offered to said meeting to amend Article First of the Articles of Amendment to the Articles of Incorporation dated October 2, 1944. Said resolution as offered reads as follows:

BE IT RESOLVED by the members of the Watch Tower Bible

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and Tract Society, being a majority of the members entitled to vote for amendments to the articles of incorporation, that Article First of the Articles of Amendment to the Articles of Incorporation dated October 2, 1944, reading as follows:

"The name of the corporation is Watch Tower Bible and Tract Society. The location of its registered office is Wabash Building, 410 Liberty Avenue, Pittsburgh, Allegheny County, Pennsylvania."

be daleted and amended by changing the same to read as follows:

"I. The name of the corporation is Watch Tower Bible and Tract Society of Pennsylvania. The location of its registered office is 4100 Bigelow Boulevard, Pittsburgh, 13, Pennsylvania."

The foregoing resolution for said amendment of Article First of the Articles of Amendment to the Articles of Incorporation was discussed and considered and, upon being submitted to vote to the members entitled to vote thereon, it was duly adopted by more than a majority of said members who voted as a class.

The total number of members entitled to vote and who are in good standing at the time of said meeting was 472.

The total number of votes appearing at said meeting in person and by proxy was 455.

The total vote upon the foregoing resolution when offered and adopted was 455.

FOR the resolution 455 votes.

AGAINST the resolution none votes.

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EIGHTH

A resolution was offered to said meeting to authorize and direct the application to the Court to have the foregoing amendment to the articles of incorporation approved by the Court. Said resolution as offered reads as follows:

BE IT RESOLVED that the members entitled to vote on the foregoing amendment and having adopted said amendment to the Articles of Amendment to the Articles of Incorporation by a majority vote, do hereby authorize and order the President and the Secretary of the Watch Tower Bible and Tract Society to prepare the articles of amendment and officers' certificate of amendment to the articles of incorporation and to prepare and file certified copies of the resolution amending said articles of incorporation with the Prothonotary of the Court of Common Pleas and cause the same to be advertised in the newspapers by giving legal public notice of the intention to apply to the Court of Common Pleas for an order approving the articles of amendment, and thereafter petition the Court of Common Pleas for an order approving the articles of amendment and take any and all further steps to effectuate the amendment to the articles of amendment to the articles of incorporation, pursuant to the resolution herein made at this annual meeting.

The foregoing resolution to authorize and direct the filing of the articles of amendment, advertisement thereof and application to the Court of Common Pleas for an order approving same was discussed and considered and, upon being submitted to the members entitled to vote thereon, was duly adopted by a majority of said members who voted thereon as a class.

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The total number of members entitled to vote and who are in good standing at the time of said meeting was 472.

The total number of votes appearing at said meeting in person and by proxy was 455.

The total vote upon the foregoing resolution when offered and adopted was 455.

FOR the resolution 455 votes.

AGAINST the resolution none votes.

NINTH

The total vote by which each of the aforesaid resolutions amending the articles of incorporation and authorizing the application to the Court was adopted is shown above under each of said resolutions. The undersigned officers do hereby certify that the total vote thus shown is true and correct according to the records of said annual meeting; and said officers do hereby further certify that the foregoing copies of said resolutions adopted at the said meeting by the members are each, respectively, a true and correct copy of each of said resolutions for the amendments of the articles of incorporation and for authorizing the application to the Court, as the same was offered to and adopted by the members at said meeting and as the said resolutions appear of record in the minutes of said annual meeting.

IN WITNESS WHEREOF the Watch Tower Bible and Tract Society has caused these Articles of Amendment to be signed by its President, and its corporate seal, duly attested by its

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Secretary, to be hereunto affixed this eighteenth day of October, 1955.

ATTEST: WATCH TOWER BIBLE AND TRACT SOCIETY [Corp Seal]

Grant Suiter By Nathan H. Knorr

Secretary President

STATE OF NEW YORK)
COUNTY OF KINGS) SS.:

BE IT REMEMBERED that on this eighteenth day of October, 1955, before me a Notary Public in and for the County aforesaid, personally appeared NATHAN H. KNORR, President, and GRANT SUITER, Secretary, of the WATCH TOWER BIBLE AND TRACT SOCIETY, the corporation named in and which executed the foregoing Articles of Amendment, who being duly sworn, did depose and say that they were personally present at the execution of the foregoing Articles of Amendment and saw the common or corporate seal of the WATCH TOWER BIBLE AND TRACT SOCIETY affixed thereto; that the seal affixed thereto is the common or corporate seal of the corporation; that the foregoing Articles of Amendment were duly signed, sealed and delivered by and as and for the act and deed of the corporation by the authority and at the direction of a majority of the members of the corporation; and that the names of the said NATHAN H. KNORR as President and of GRANT SUITER as Secretary, subscribed thereto are in their proper and respective handwriting.

SWORN to and subscribed before me
this 18th day of October, 1955.
William K. Jackson, (N. P. Seal)
Notary Public, State of New York
No. 24-1939100
Qualified in Kings County
Commission expires March 30, 1957

Nathan H. Knorr
Grant Suiter

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STATE OF NEW YORK)
COUNTY OF KINGS) SS.:
)

NATHAN H. KNORR and GRANT SUITER, being severally and duly sworn, do depose and say, and each for himself deposes and says: That he, the said NATHAN H. KNORR, is the President of the Watch Tower Bible and Tract Society, and he, the said GRANT SUITER, is the Secretary thereof. That they have been duly authorized to execute, apply the corporate seal and file the foregoing articles of amendment to the articles of incorporation of said Society by the affirmative vote cast in person and by proxy of the majority of the members of said corporation who were entitled to vote on each and all of the resolutions contained in the foregoing articles of amendment, and that such vote was cast at the said annual meeting of said members called upon notice given in the time and manner required by law; that each deponent has read the foregoing certificate and that each and every statement of fact therein contained is true and correct.

SUBSCRIBED and sworn to before me
this 18th day of October, 1955.
William K. Jackson, (N. P. Seal)
Notary Public, State of New York
No. 24-1939100
Qualified in Kings County
Commission expires March 30, 1957

Nathan H. Knorr
Grant Suiter

STATE OF NEW YORK)
COUNTY OF KINGS) SS.:
)

I, FRANCIS J. SINNOTT, Clerk of the County of Kings and also Clerk of the Supreme Court for the said County, the same being a Court of Record, having a seal, DO HEREBY CERTIFY, That William K. Jackson whose name is subscribed to the deposition, certificate of acknowledgment or proof of the annexed instrument, was at the time of taking the same a NOTARY PUBLIC in and for the State of

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New York, duly commissioned and sworn and qualified to act as such throughout the State of New York; that pursuant to law a commission, or a certificate of his appointment and qualifications, and his autograph signature, have been filed in my office; that as such Notary Public he was duly authorized by the laws of the State of New York to administer oaths and affirmations, to receive and certify the acknowledgment or proof of deeds, mortgages, powers of attorney and other written instruments for lands, tenements and hereditaments to be read in evidence or recorded in this State, to protest notes and to take and certify affidavits and depositions; and that I am well acquainted with the handwriting of such Notary Public, or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and believe that the signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County this 21st day of October, 1955.

Francis J. Sinnott [Court Seal]
Clerk

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COMMONWEALTH OF PENNSYLVANIA 924 JAN 1956 D
DEPARTMENT OF STATE

HARRISBURG October 7, 1955

I DO HEREBY CERTIFY, That the new name Watch Tower Bible and Tract Society of Pennsylvania being available for use by a nonprofit corporation, was this day duly registered in this office in accordance with the provisions of Article VII of the Nonprofit Corporation Law, approved the fifth day of May, A.D. 1933,

P. L. 289, as amended.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Department of State to be affixed, the day and year above written.

James A. Finnegan, (Secretary Seal)

Secretary of the Commonwealth
JEG

IN THE COURT OF COMMON PLEAS OF ALLEGHENY COUNTY, PENNSYLVANIA

In re Petition of WATCH TOWER BIBLE AND TRACT SOCIETY, for approval of amendment to articles of incorporation	)	No. 924 January Term, 1956

DECREE

AND NOW, this 31 day of October AD 1955, an application for the amendment of its charter and the Articles of Amendment of the WATCH TOWER BIBLE AND TRACT SOCIETY under the "Nonprofit Corporation Law" approved May 5, 1933 as amended, having been presented for approval to me, a law judge of the said County, accompanied by proof of the publication of notice of said application, a certified copy of the resolution authorizing the proposed amendment and a certificate of registration from the Department of State of the proposed new corporate name, I do hereby certify that I have considered and examined the said instruments and that I find them to be in the proper form within the provisions and requirements of the Act of the General Assembly of

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the Commonwealth of Pennsylvania, known as the "Nonprofit Corporation Law" approved May 5, 1933 as amended, and that the proposed amendment appears to be lawful, will be beneficial and not injurious to the community and does not conflict with the requirements of the said Act. It is, therefore, ordered and decreed that the Articles of Amendment of the WATCH TOWER BIBLE AND TRACT SOCIETY be and the same are hereby approved and upon the recording of the said Articles of Amendment and this decree, the amendments specified in the Articles of Amendment shall become part of the original Articles of Incorporation and of the original charter.

By the Court
Harry M. Montgomery
JUDGE

[Court Seal]

Nov. 1, 1955
From the Record
David B. Roberts
Prothonotary
by Mawhinney Deputy

STATE OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) ss.

Recorded in the office for the recording of Deeds, etc., in and for the said County, on the 1st day of November A.D. 1955, in Charter Book Vol. 75, Page 548. Witness my hand and seal of said Office, the day and year aforesaid.

John J. Exler, Recorder

[Seal]

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APPLICANT'S ACCT NO

DSCB 15-7905 (Rev 11-72)

Filing Fee: $40
AR-11

Articles of
Amendment—
Domestic Nonprofit Corporation

87721963

(Line for numbering)
381208

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this DEC 2 1987 day of 19
Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa. S. §7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:
WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):
4100 Bigelow Boulevard
(NUMBER) (STREET)
Pittsburgh, Pennsylvania 15213
(CITY) (ZIP CODE)

3. The statute by or under which it was incorporated is:
"An Act to Provide for the Incorporation and Regulation of Certain Corporations"-29 April 187

4. The date of its incorporation is: December 15, 1884

5. (Check, and if appropriate, complete one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on:
(DATE) at (HOUR)

6. (Check one of the following):

☐ The amendment was adopted by the members pursuant to 15 Pa. S. §7904(a).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa. S. §7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

See Attachment Containing Revision of Articles VI and VIII.

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WTPA0058

DSCB: 15-7905 (Rev. 11-72)-2

87721964

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 25th day of November, 19 87.

WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA
(NAME OF CORPORATION)

By: M. G. Henschel
(SIGNATURE)

M. G. HENSCHEL--VICE PRESIDENT
(TITLE PRESIDENT VICE PRESIDENT ETC.)

Attest: L. A. Swingle
(SIGNATURE)

L. A. SWINGLE--SECRETARY & TREASURER
(TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

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INSTRUCTIONS FOR COMPLETION OF FORM:

A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.

B. Any necessary governmental approvals shall accompany this form.

C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.

D. 15 Pa. S. §7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

DEPARTMENT OF STATE

87 DEC -2 AM 9:34

RECEIVED

WTPA0059

87721965

REVISIONS TO PENNSYLVANIA CHARTER

OLD ARTICLE VI:

The corporation is to be managed by a Board of Directors consisting of seven members, and the names and residences of those already chosen Directors are as follows:

President,	Charles T. Russell, Allegheny City, Penna.
Vice Pres.,	William I. Mann, Benwood, W. Va.
Secy. & Treas.,	Maria F. Russell, Allegheny City, Penna.
	Wm. C. McMillan, Latrobe, Penna.
	Simon O. Blunden, New York City, New York
	J. B. Adamson, Allegheny City, Penna.
	Joseph F. Smith, Pittsburgh, Penna.

NEW ARTICLE VI:

The current officers of the Pennsylvania corporation are as follows:

F. W. Franz	President	New York, NY.
W. L. Barry	Vice President	New York, NY.
M. G. Henschel	Vice President	New York, NY.
L. A. Swingle	Secretary and Treasurer	New York, NY.
J. E. Barr	Assistant Secretary-Treasurer	New York, NY.
J. C. Booth	Assistant Secretary-Treasurer	New York, NY.
T. Jaracz	Assistant Secretary-Treasurer	New York, NY.

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OLD ARTICLE VIII:

Directors shall be elected by the members at an annual meeting and hold office until successors qualify. At the annual meeting next held after this amendment to the articles of incorporation there shall be an election by ballot for seven directors of the Society, two of whom shall be elected for a term of one year, two for two years and three for three years. At each annual meeting thereafter a number of directors equal to that of those whose terms have expired shall be elected for the term of three years. At expiration of the said term of three years, any director may be re-elected. Directors shall be selected from the membership of the Society.

Officers of the Society, chosen from among members of the Board of Directors, shall be a President (who shall preside at the meetings of the Board of Directors), a Vice President (who shall preside in the absence of the President) and a Secretary and a Treasurer. At the option of the Board of Directors the Secretary also may hold the office of Treasurer. The Board of Directors shall elect officers, who shall hold office for a term of one year, or until successors qualify. Meetings for election of officers shall be held annually at a time and place fixed by the by-laws.

WTPA00060

Vacancies in any office or the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within thirty days from the time when such vacancy or vacancies shall occur. If the Board fails to fill such vacancy or vacancies in the time and manner above provided, then the President, or if the office of the President be vacant, then the Vice-President, performing the duties of President, shall fill such vacancy or vacancies by appointing the person or persons who shall hold office until the next annual meeting when such vacancy or vacancies shall be filled by election.

Officers may be removed from office upon a vote of a majority of all the directors. Directors may be removed from the Board upon a vote of two-thirds of the members of the Society.

NEW ARTICLE VIII:

Directors shall be elected by the members at an annual meeting and hold office until successors qualify. At the annual meeting next held after this amendment to the articles of incorporation there shall be an election by ballot for seven directors of the Society, two of whom shall be elected for a term of one year, two for two years and three for three years. At each annual meeting thereafter, a number of directors equal to that of those whose terms have expired shall be elected for the term of three years. At expiration of the said term of three years, any director may be re-elected. Directors shall be selected from the membership of the Society.

Officers of the Society, chosen from among members of the Board of Directors, shall be a President (who shall preside at the meetings of the Board of Directors), one or more Vice Presidents (any one of whom shall preside in the absence of the President), and a Secretary and a Treasurer, and the Society may have such other officers and assistant officers as it shall authorize from time to time. At the option of the Board of Directors the Secretary also may hold the office of Treasurer. The Board of Directors shall elect officers, who shall hold office for a term of one year, or until successors qualify. Meetings for election of officers shall be held annually at a time and place fixed by the by-laws.

Vacancies in any office or the Board occasioned by death, resignation or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within thirty days from the time when such vacancy or vacancies shall occur. If the Board fails to fill such vacancy or vacancies in the time and manner above provided, then the President, or if the office of the President be vacant, then the Vice-President, performing the duties of President, shall fill such vacancy or vacancies by appointing the person or persons who shall hold office

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until the next annual meeting when such vacancy or vacancies shall be filled by election.

Officers may be removed from office upon a vote of a majority of all the directors. Directors may be removed from the Board upon a vote of two-thirds of the members of the Society.

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DSCB 307

CHANGE OF REGISTERED OFFICE

Commonwealth of Pennsylvania
Department of State-Corporation Bureau
308 North Office Bldg. Harrisburg, PA 17120

Please indicate (check one) type corporation
- ☐ Domestic Business Corporation
- ☐ Foreign Business Corporation
- ☒ Domestic Non-Profit Corporation
- ☐ Foreign Non-Profit Corporation

FEE $40.00

1. Name of Corporation

WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

2. Address of its present registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Dept).

(number) (street) (city) (state) (zip code) (county)

4100 Bigelow Boulevard Pittsburgh Pennsylvania 15213 Allegheny

3. Address to which the registered office in this Commonwealth is to be changed:

(number) (street) (city) (state) (zip code) (county)

1630 Spring Run Rd. Extension, Coraopolis, Pennsylvania 15108 Allegheny

4. (Check, and if appropriate, complete one of the following):

☒ Such change was authorized by resolution duly adopted by the Board of Directors of the corporation. (02)

☐ The procedure whereby such change was authorized was:

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duty authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed, this 27th day of April, 19 88.

(Corporate Seal)

Watch Tower Bible and Tract Society of Pennsylvania
(Name of Corporation)

BY: M B Honeycutt
(Signature)

Vice President
(Title of Person Who Executes)

ATTEST: A L Ringle
(Signature)

Secretary
(Title: Secretary, Assistant Secretary)

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030 FILED: MAY 09 1988	003 CODE	003 REV BOX	SEQUENTIAL NO. 86131	100 MICROFILM NUMBER 8835 70	
REVIEWED BY: Jno	004 ICC		AMOUNT: 40	001 CORPORATION NUMBER 387206	
DATE APPROVED					
DATE REJECTED	CERTIFY TO: ☐ REV ☐ L&I ☐ OTHER	INPUT BY	LOGIN	LOG IN (RECEIVE)	
MAILED BY DATE		VERIFIED BY	LOG OUT	LOG OUT (RECEIVE)	

SECRETARY OF THE COMMONWEALTH
DEPARTMENT OF STATE
(COMMONWEALTH OF PENNSYLVANIA)

REVISIONS TO PENNSYLVANIA CHARTER

OLD ARTICLE V, PARAGRAPH THREE

Membership at any one time shall be not more than 500 and not less than 300, including approximately seven residents of each of the 50 states of the United States of America on their becoming members.

NEW ARTICLE V, PARAGRAPH THREE

Membership at any one time shall be not more than 500 and not less than 300.

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Microfilm Number _____

Entity Number 381206

Filed with the Department of State on NOV 2 2 1994

Secretary of the Commonwealth CA

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1630 SPRING RUN ROAD EXTENSION, CORAOPOLIS, PA 15108 ALLEGHENY
Number and Street City State Zip County

(b) c/o: _____ _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: "An Act to Provide for the Incorporation and Regulation of Certain Corporations" 29 April 1874

4. The date of its incorporation is: December 15, 1884

5. (Check, and if appropriate complete, one of the following):

X The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

___ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

X The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

___ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

___ The amendment adopted by the corporation, set forth in full, is as follows:

_____

_____

_____

_____

X The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof

PAID FILING FEE

NOV 22 1994

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DSCB:15-5915 (Rev 90)-2

(Check, if the amendment restates the Articles):

____The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 16 day of November, 19 94.

WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA
(Name of Corporation)

BY: L.A. Swingle (Signature)

TITLE: Secretary and Treasurer

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AMENDMENTS TO CHARTER OF WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

OLD ARTICLE VI

The current officers of the Pennsylvania corporation are as follows:

F. W. Franz	President	New York, NY
W. L. Barry	Vice President	New York, NY
M. G. Henschel	Vice President	New York, NY
L. A. Swingle	Secretary and Treasurer	New York, NY
J. E. Barr	Assistant Secretary-Treasurer	New York, NY
J. C. Booth	Assistant Secretary-Treasurer	New York, NY
T. Jaracz	Assistant Secretary-Treasurer	New York, NY

NEW ARTICLE VI

The current officers of the Pennsylvania corporation are as follows:

M. G. Henschel	President	New York, NY
W. L. Barry	Vice President	New York, NY
T. Jaracz	Vice President	New York, NY
L. A. Swingle	Secretary and Treasurer	New York, NY
J. E. Barr	Assistant Secretary-Treasurer	New York, NY
J. C. Booth	Assistant Secretary-Treasurer	New York, NY
D. Sydlik	Assistant Secretary-Treasurer	New York, NY

NEW ARTICLE XI

In the event of the dissolution of this corporation, the assets thereof shall not inure to the benefit of any individual, whether director, officer or member of this corporation, but upon any such dissolution, the assets of this corporation shall only be transferred to WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., a nonprofit corporation, organized and operated exclusively for religious and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., is not then in existence and exempt under Section 501(c)(3), then said assets shall be distributed by the Governing Body of Jehovah's Witnesses to another organization which is organized and operated exclusively for religious purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In any event, the assets of this corporation are irrevocably dedicated to its stated religious purposes. No part of its net income will inure to the benefit of any member, director or officer of the corporation or any private individual; it will not, as a substantial part of its activities, attempt to influence legislation; it will not participate to any extent in a political campaign for or against any candidate for public office.

EXHIBIT A

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F94092 0000563

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF

WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC.

Under Section 803 of the Not-For-Profit Corporation Law

We, the undersigned, being the President and Secretary of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., do hereby certify:

1 The name of the corporation is WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC. It was originally incorporated under the name PEOPLES PULPIT ASSOCIATION.

2 The certificate of incorporation of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., was filed by the Department of State on March 4, 1909. The said corporation was formed under the Membership Corporation Law of the State of New York.

3 WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under section 201 of said law. The corporation shall hereafter continue to be a Type B corporation under section 201 of the Not-For-Profit Corporation Law.

4 Article 11 of the certificate of incorporation of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., which sets forth disposition of assets upon dissolution of the corporation, is hereby amended to read as follows:

> Eleventh: In the event of the dissolution of this corporation, the assets thereof shall not inure to the benefit of any individual, whether director, officer or member of this corporation, but upon any such dissolution, the assets of this corporation shall only be transferred to WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA, a nonprofit corporation, organized and operated exclusively for religious and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA is not then in existence and exempt under Section 501(c)(3), then said assets shall be distributed by the Governing Body of Jehovah's Witnesses to another organization which is organized and operated exclusively for religious purposes and, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In any event, the assets of this corporation are irrevocably dedicated to its stated religious purposes. No part of its net income will inure to the benefit of any member, director or officer of the corporation or any private individual; it will not, as a substantial part of its activities, attempt to influence legislation; it will not participate to any extent in a political campaign for or against any candidate for public office.

5 This amendment to the certificate of incorporation of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., was authorized by the unanimous vote of the members entitled to vote thereon at a meeting of the members duly called and held on the 7th day of May, 1994, a quorum being present.

6. The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the corporation is 25 Columbia Heights, Brooklyn, New York 11201.

IN WITNESS WHEREOF, the undersigned have signed this certificate and caused it to be verified this 25th day of August, 1994.

M. G. Henschel, President

L. A. Swingle, Secretary

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M. G. HENSCHEL and L. A. SWINGLE, being duly severally sworn, state that they are the persons described in and who executed the foregoing certificate, being respectively the President and Secretary of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., a Not-For-Profit Corporation; that they have read the same, know the contents thereof, and the statements contained therein are true to their own knowledge.

M. G. Henschel, President

L. A. Swingle, Secretary

Sworn to before me this 25th day of August, 1994

Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF KINGS)

On this 25th day of August, 1994, before me personally came M. G. HENSCHEL and L. A. SWINGLE, to me known, who, being by me duly sworn, did depose and say that they reside at 124 Columbia Heights, Brooklyn, New York; and that they are the President and Secretary respectively of WATCHTOWER BIBLE AND TRACT SOCIETY OF NEW YORK, INC., the corporation described in and which executed the above instrument; that they know the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation; and that they signed their names thereto by like order.

Notary Public

95

3.

The undersigned has no objection to the granting of Judicial approval hereon and waives statutory notice.

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE.

G. OLIVER KOPPELL
ATTORNEY GENERAL
STATE OF NEW YORK

ATTORNEY GEN. by:

ASSISTANT ATTORNEY GENERAL

Date: September 2, 1994

Date: _____

I, _____, a Justice of the Supreme Court of the State of New York for the Second Judicial District do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of Watchtower Bible and Tract Society of New York, Inc. and consent that the same be filed.

Date: September 12, 1994

HON. MICHAEL H. FEINBERG

4.

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CERTIFICATE OF AMENDMENT
OF
SATCHEL'S BIBLE AND TRACT SOCIETY OF NEW YORK, INC.

Under Section 803 of the Not-For-Profit Corporation Law

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 20 1994
TAX $ 0
BY: JAH
Kings

Filed By: PHILIP BARKLEY, ESQ.
25 COLUMBIA HEIGHTS
BROOKLYN, NY 11202

B 940928000604

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and personal (including things in action), belonging to the company, or to trustees on its behalf, is to vest in the liquidator by his official name, and thereupon the property or the part thereof specified in the order shall vest accordingly; and the liquidator may, after giving such indemnity (if any) as the court may direct, bring or defend in his official name any action or other legal proceeding relating to that property, or necessary to be brought or defended for the purposes of effectually winding up the company and recovering its property.

Provisions of Part of Act cumulative.

273. The provisions of this Part of this Act with respect to unregistered companies shall be in addition to and not in restriction of any provisions herein-before in this Act contained with respect to winding up companies by the court, and the court or liquidator may exercise any powers or do any act in the case of unregistered companies which might be exercised or done by it or him in winding up companies formed and registered under this Act; but an unregistered company shall not, except in the event of its being wound up, be deemed to be a company under this Act, and then only to the extent provided by this Part of this Act.

Part IX.

Companies established outside the United Kingdom.

Requirements as to companies established outside the United Kingdom.

274.—(1) Every company incorporated outside the United Kingdom which establishes a place of business within the United Kingdom shall within one month from the establishment of the place of business file with the registrar of companies—

(a) a certified copy of the charter, statutes, or memorandum and articles of the company, or other instrument constituting or defining the constitution of the company, and, if the instrument is not written in the English language, a certified translation thereof;

(b) a list of the directors of the company;

(c) the names and addresses of some one or more persons resident in the United Kingdom authorised to accept on behalf of the company service of process and any notices required to be served on the company;

and, in the event of any alteration being made in any such instrument or in the directors or in the names or addresses of any such persons as aforesaid, the company shall within the prescribed time file with the registrar a notice of the alteration.

(2) Any process or notice required to be served on the company shall be sufficiently served if addressed to any person whose name has been so filed as aforesaid and left at or sent by post to the address which has been so filed.

(3) Every company to which this section applies shall in every year file with the registrar such a statement in the form of a balance sheet as would, if it were a company formed and registered under this Act and having a share capital, be required under this Act to be included in the annual summary.

Microfilm Number _____ Filed with the Department of State on

Entity Number 381206 NOV 04 1999

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 96)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)

Number and Street	City	State	Zip	County
1630 Spring Run Rd. Extension	Coraopolis	PA	15108	Allegheny

(b) c/o:

Name of Commercial Registered Office Provider — County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: "An Act to Provide for the Incorporation and Regulation of Certain Corporations" 29 April 1874

4. The date of its incorporation is: December 15, 1884

5. (Check, and if appropriate complete, one of the following):

_X_ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

____ The amendment shall be effective on: _____ at _____
Date — Hour

6. (Check one of the following):

_X_ The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

____ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

____ The amendment adopted by the corporation, set forth in full, is as follows:

PA DEPT OF STATE

NOV 04 1999

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X The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

DSCB:15-5915 (Rev. 90)-2

8. (Check if the amendment restates the Articles):

X The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 22nd day of October, 19 93.

WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA (Name of Corporation)

BY: (Signature)

D.A. Swingle, Secretary-Treasurer

TITLE

DSCB:15-5915 (Rev 90)-3

Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722

Instructions for Completion of Form:

A. One original of this form is required. The form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is $52 made payable to the Department of State. PLEASE NOTE: A separate check is required for each form submitted.

B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

C The following, in addition to the filing fee, shall accompany this form:

(1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).

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EXHIBIT A

RESOLVED, that Article Second of the Amended and Restated Charter be amended such that, as amended, Article Second shall read as follows:

SECOND

The purposes of the corporation are religious, educational, and charitable, including to: act as the servant and legal entity for the worldwide religious body of Christian persons known as Jehovah's Witnesses; publicly and from house to house preach and teach the gospel of God's Kingdom under Christ Jesus unto all nations as a witness to the name, word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); print, record by any means and in any medium, and otherwise produce, and distribute Bibles in any medium; disseminate Bible truths in various languages; write, record by any means and in any medium, and otherwise create, publish, and distribute literature in various languages containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17); write, record by any means and in any medium, and otherwise create, publish, and distribute music, art, and other intellectual property of a religious or educational nature in any medium; improve men, women, and children intellectually and morally by Christian missionary work; instruct and educate men, women, and children about the Bible and incidental scientific, historical, and literary subjects; establish and operate private Bible schools and ancillary facilities to house and care for the students at such schools and classes for gratuitously instructing men and women about the Bible, Bible literature, and Bible history and for preparing men and women for Christian missionary work; arrange for and hold assemblies for religious worship; maintain one or more religious orders of special ministers of Jehovah's Witnesses (2 Kings 2:3, 5; 6:1); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; acquire, own, and utilize, including by gift, voluntary contributions, inheritance, and bequest, any interest in real and personal property, including residences and other facilities for missionaries throughout the world; and do any and all other lawful things that its Board of Directors shall deem appropriate in harmony with these purposes.

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RESOLVED, that Articles Fifth through Ninth, inclusive, of the Amended and Restated Charter be amended such that, as amended, Article Fifth through Ninth shall read as follows:

FIFTH

The corporation is organized on a nonstock basis. The corporation is one that does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the bylaws.

SEVENTH

The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors. The corporation shall have the powers and authority granted by law, specifically including the power to sell, lease, encumber, and otherwise convey interests in its real and personal property and the power to borrow money.

EIGHTH

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The corporation is not an employer. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political party or in opposition to any candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation sh. ll not carry on any other 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 1986 or the corresponding section of any future federal tax code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

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NINTH

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to the Watchtower Bible and Tract Society of New York, Inc. If the Watchtower Bible and Tract Society of New York, Inc., is not then in existence and a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious, educational, and/or charitable purposes and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

RESOLVED, that Articles Tenth and Eleventh of the Amended and Restated Charter be repealed in their entirety.

RESOLVED, that the Amended and Restated Charter be restated in its entirety to supersede the original Articles and all amendments thereto and that, as restated, the Amended and Restated Charter shall read as follows:

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AMENDED AND RESTATED CHARTER
WATCH TOWER BIBLE AND TRACT
SOCIETY OF PENNSYLVANIA
A Nonprofit Corporation

Date of original incorporation December 15, 1884, under the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of certain Corporations," approved on the twenty-ninth day of April, *Anno Domini*, one thousand eight hundred and seventy-four, and its supplements.

FIRST

The name of the corporation is Watch Tower Bible and Tract Society of Pennsylvania.

SECOND

The purposes of the corporation are religious, educational, and charitable, including to: act as the servant and legal entity for the worldwide religious body of Christian persons known as Jehovah's Witnesses; publicly and from house to house preach and teach the gospel of God's Kingdom under Christ Jesus unto all nations as a witness to the name, word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); print, record by any means and in any medium, and otherwise produce, and distribute Bibles in any medium; disseminate Bible truths in various languages; write, record by any means and in any medium, and otherwise create, publish, and distribute literature in various languages containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17); write, record by any means and in any medium, and otherwise create, publish, and distribute music, art, and other intellectual property of a religious or educational nature in any medium; improve men, women, and children intellectually and morally by Christian missionary work; instruct and educate men, women, and children about the Bible and incidental scientific, historical, and literary subjects; establish and operate private Bible schools and ancillary facilities to house and cate for the students at such schools and classes for gratuitously instructing men and women about the Bible, Bible literature, and Bible history and for preparing men and women for Christian missionary work; arrange for and hold assemblies for religious worship; maintain one or more religious orders of special ministers of Jehovah's Witnesses (2 Kings 2:3, 5; 6:1); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; acquire, own, and utilize, including by gift, voluntary contributions, inheritance, and bequest, any interest in real and personal property, including residences and other facilities for missionaries throughout the world; and do any and all other lawful things that its Board of Directors shall deem appropriate in harmony with these purposes.

THIRD

The location of its registered office is 1630 Spring Ru · Road Extension, Corapolis, Pennsylvania 15108.

FOURTH

The corporation is to exist perpetually.

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FIFTH

The corporation is organized on a nonstock basis. The corporation is one that does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the bylaws.

SEVENTH

The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors. The corporation shall have the powers and authority granted by law, specifically including the power to sell, lease, encumber, and otherwise convey interests in its real and personal property and the power to borrow money.

EIGHTH

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The corporation is not an employer. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political party or in opposition to any candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1986 or the corresponding section of any future federal tax code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

NINTH

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to the Watchtower Bible and Tract Society of New York, Inc. If the Watchtower Bible and Tract Society of New York, Inc., is not then in existence and a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious, educational, and/or charitable purposes, and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

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Page 6 is retyped here for clarification.

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Articles of Amendment
Watch Tower Bible and Tract Society of Pennsylvania
Page 6

NINTH

Upon winding up and dissolution of the corporation; after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to the Watchtower Bible and Tract Society of New York, Inc. If the Watchtower Bible and Tract Society of New York Inc., is not then in existence and a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated exclusively for religious, educational, and/or charitable purposes and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 14, 2011.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

F 000821000 651

CERTIFICATE OF INCORPORATION

OF

CHRISTIAN CONGREGATION OF JEHOVAH'S WITNESSES

AUG 21 10 38 AM '00

BE Type B

STATE OF NEW YORK
DEPARTMENT OF STATE
AUG 21 2000
TAX
BY
Putnam

Mail receipt to:
Richard D. Moake
Attorney at Law
2800 Route 22
Patterson, NY 12563-2220

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000821000 674

F 000821000651

CERTIFICATE OF INCORPORATION

OF

CHRISTIAN CONGREGATION OF JEHOVAH'S WITNESSES

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned incorporator hereby certifies:

ARTICLE I

The name of the corporation is CHRISTIAN CONGREGATION OF JEHOVAH'S WITNESSES.

ARTICLE II

The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law and is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

ARTICLE III

The purposes of the corporation are religious, educational, and charitable and are specifically to: administer the congregations, assemblies, education, and public religious worship of Jehovah's Witnesses in the United States; support the efforts of Jehovah's Witnesses to preach and teach the gospel of God's Kingdom under Christ Jesus as a witness to the name, Word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); assist Jehovah's Witnesses to distribute Bibles, Bible-based literature containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17), and music, art, and other intellectual property of a religious or educational nature; assist congregations and groups of congregations of Jehovah's Witnesses to obtain buildings for religious worship; teach Jehovah's Witnesses to instruct and educate men, women, and children about the Bible and to own and/or operate schools to advance such purpose; arrange for and hold assemblies for religious worship (Leviticus 23); and do any and all other lawful things that its Board of Directors, in accordance with the spiritual direction of the ecclesiastical Governing Body of Jehovah's Witnesses, shall deem appropriate in harmony with these purposes.

ARTICLE IV

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the bylaws.

ARTICLE V

The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors. The number of directors, directors' qualifications, the manner of electing directors, and other matters pertaining to directors shall be as provided in the bylaws. The names and addresses of the initial directors are as follows:

Philip Brumley
131 Brimstone Road
Patterson, New York 12563

Mario F. Moreno
720 Route 292
Holmes, New York 12531

Gregory D. Olds
79 Willow Street
Brooklyn, New York 11201

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the corporation served upon him is: 100 Watchtower Drive, Patterson, New York 12563-9204.

ARTICLE VIII

The office of this corporation is to be located in Putnam County, State of New York.

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf

of or in opposition to any political party or candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE X

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to the Watch Tower Bible and Tract Society of New York, Inc. If the Watch Tower Bible and Tract Society of New York, Inc. is not then in existence and a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious, educational, and/or charitable purposes and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has made, subscribed and caused to be acknowledged this certificate this 15th day of August, 2000.

Richard D. Moake

Richard D. Moake
2800 Route 22
Patterson, NY 12563-2226

STATE OF NEW YORK)
) ss.:
COUNTY OF PUTNAM)

On this 15 day of August, 2000, before me personally came Richard D. Moake, to be known and known to me to be the person described in and who executed the foregoing certificate of incorporation and he duly acknowledged to me that he executed the same.

KATHRYN L. QUANDT
Notary Public, State of New York
No. 4992648
Qualified in Putnam County
Commission Expires Feb. 26, 2002

Kathryn L. Quandt

Notary Public
My commission expires _____

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Microfilm Number _____ Filed with the Department of State on _____

Entity Number 381206

_____
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1630 Spring Run Road Extension, Coraopolis PA 15108 Allegheny
Number and Street City State Zip County

(b) c/o: _____ _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: "An Act to Provide for the Incorporation and Regulation of Certain Corporations" 29 April 1874
4. The date of its incorporation is: December 15, 1884

5. (Check, and if appropriate complete, one of the following):

X The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

___ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

X The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

___ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

___ The amendment adopted by the corporation, set forth in full, is as follows:

_____

_____

_____

_____

X The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

DEC. 4, 2000

DEC. 2000

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DSCB:15-6915 (Rev 90)-2

8. (Check, if the amendment restates the Articles):

X The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 24th day of November, 2000.

WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA
(Name of Corporation)

BY: _____
(Signature)

TITLE: R. E. Abrahamson, Secretary and Treasurer

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EXHIBIT A

RESOLVED, that Article Second of the Amended and Restated Charter be amended such that, as amended, Article Second shall read as follows:

SECOND

The purposes of the corporation are religious, educational, and charitable, including to act as the servant and legal entity for the religious body of Christian persons known as Jehovah's Witnesses; publicly and from house to house preach and teach the gospel of God's Kingdom under Christ Jesus unto all nations as a witness to the name, Word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); print, record by any means and in any medium, and otherwise produce, and distribute Bibles in any medium; disseminate Bible truths in various languages; write, record by any means and in any medium, and otherwise create, publish, and distribute literature in various languages containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17); write, record by any means and in any medium, and otherwise create, publish, and distribute music, art, and other intellectual property of a religious or educational nature in any medium; improve men, women, and children intellectually and morally by Christian missionary work; instruct and educate men, women, and children about the Bible and incidental scientific, historical, and literary subjects; establish and operate private Bible schools and ancillary facilities to house and care for the students at such schools and classes for gratuitously instructing men and women about the Bible, Bible literature, and Bible history and for preparing men and women for Christian missionary work; arrange for and hold assemblies for religious worship; maintain one or more religious orders of special ministers of Jehovah's Witnesses (2 Kings 2:3, 5; 6:1); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; acquire, own, and utilize, including by gift, voluntary contributions, inheritance, and bequest, any interest in real and personal property, including residences and other facilities for missionaries throughout the world; and do any and all other lawful things that its Board of Directors, in accordance with the spiritual direction of the ecclesiastical Governing Body of Jehovah's Witnesses, shall deem appropriate in harmony with these purposes.

RESOLVED, that Article Eighth of the Amended and Restated Charter be amended by replacing "Article II" with the words "ARTICLE SECOND."

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RESOLVED, that the Amended and Restated Charter be restated in its entirety to supersede the original Articles and all amendments thereto and that, as restated, the Amended and Restated Charter shall read as follows:

AMENDED AND RESTATED CHARTER
WATCH TOWER BIBLE AND TRACT
SOCIETY OF PENNSYLVANIA
A Nonprofit Corporation

Date of original incorporation December 15, 1884, under the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of certain Corporations," approved on the twenty-ninth day of April, *Anno Domini*, one thousand and eight hundred and seventy-four, and its supplements.

FIRST

The name of the corporation is Watch Tower Bible and Tract Society of Pennsylvania.

SECOND

The purposes of the corporation are religious, educational, and charitable, including to: act as the servant and legal entity for the worldwide religious body of Christian persons known as Jehovah's Witnesses; publicly and from house to house preach and teach the gospel of God's Kingdom under Christ Jesus unto all nations as a witness to the name, Word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); print, record by any means and in any medium, and otherwise produce, and distribute Bibles in any medium; disseminate Bible truths in various languages; write, record by any means and in any medium, and otherwise create, publish, and distribute literature in various languages containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17); write, record by any means and in any medium, and otherwise create, publish, and distribute music, art, and other intellectual property of a religious or educational nature in any medium; improve men, women, and children intellectually and morally by Christian missionary work; instruct and educate men, women, and children about the Bible and incidental scientific, historical, and literary subjects; establish and operate private Bible schools and ancillary facilities to house and care for the students at such schools and classes for gratuitously instructing men and women about the

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Bible, Bible literature, and Bible history and for preparing men and women for Christian missionary work; arrange for and hold assemblies for religious worship; maintain one or more religious orders of special ministers of Jehovah's Witnesses (2 Kings 2:3, 5; 6:1); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; acquire, own, and utilize, including by gift, voluntary contributions, inheritance, and bequest, any interest in real and personal property, including residences and other facilities for missionaries throughout the world; and do any and all other lawful things that its Board of Directors shall deem appropriate in harmony with these purposes.

THIRD

The location of its registered office is 1630 Spring Run Road Extension, Corapolis, Pennsylvania 15108.

FOURTH

The corporation is to exist perpetually.

FIFTH

The corporation is organized on a nonstock basis. The corporation is one that does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the bylaws.

SEVENTH

The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors. The corporation shall have the powers and authority granted by law, specifically including the power to sell, lease, encumber, and otherwise convey interests in its real and personal property and the power to borrow money.

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EIGHTH

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE SECOND hereof. The corporation is not an employer. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political party or in opposition to any candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1986 or the corresponding section of any future federal tax code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

NINTH

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to the Watchtower Bible and Tract Society of New York, Inc. If the Watchtower Bible and Tract Society of New York, Inc., is not then in existence and a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious, educational, and/or charitable purposes and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

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AMENDED AND RESTATED CHARTER
WATCH TOWER BIBLE AND TRACT SOCIETY OF PENNSYLVANIA

A Nonprofit Corporation

Principal Office

25 Columbia Heights

Brooklyn, New York 11201-2483

Made in the United States of America

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Date of original incorporation December 15, 1884, under the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the Incorporation and Regulation of certain Corporations," approved on the twenty-ninth day of April, *Anno Domini,* one thousand and eight hundred and seventy-four, and its supplements.

FIRST

The name of the corporation is Watch Tower Bible and Tract Society of Pennsylvania.

SECOND

The purposes of the corporation are religious, educational, and charitable, including to act as the servant and legal entity for the religious body of Christian persons known as Jehovah's Witnesses; publicly and from house to house preach and teach the gospel of God's Kingdom under Christ Jesus unto all nations as a witness to the name, Word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); print, record by any means and in any medium, and otherwise produce, and distribute Bibles in any medium; disseminate Bible truths in various languages; write, record by any means and in any medium, and otherwise create, publish, and distribute literature in various languages containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17); write, record by any means and in any medium, and otherwise create, publish, and distribute music, art, and other intellectual property of a religious or educational nature in any medium; improve men, women, and children intellectually and morally by Christian missionary work; instruct and educate men, women, and children about the Bible and incidental scientific, historical, and literary subjects; establish and operate private Bible schools and ancillary facilities to house and care for the students at such schools and classes for gratuitously instructing men and women about the Bible, Bible literature, and Bible history and for preparing men and women for Christian missionary work; arrange for and hold assemblies for religious worship; maintain one or more religious orders of special ministers of Jehovah's Witnesses (2 Kings 2:3, 5; 6:1); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; acquire, own, and utilize, including by gift, voluntary contributions, inheritance, and bequest, any interest in real and personal property, including residences and other facilities for missionaries throughout the world; and do any and all other lawful things that its Board of Directors, in accordance with the spiritual direction of the ecclesiastical Governing Body of Jehovah's Witnesses, shall deem appropriate in harmony with these purposes.

WTPA0001

THIRD

The location of its registered office is 1630 Spring Run Road Extension, Corapolis, Pennsylvania 15108.

FOURTH

The corporation is to exist perpetually.

FIFTH

The corporation is organized on a nonstock basis. The corporation is one that does not contemplate pecuniary gain or profit, incidental or otherwise.

SIXTH

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the bylaws.

SEVENTH

The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors. The corporation shall have the powers and authority granted by law, specifically including the power to sell, lease, encumber, and otherwise convey interests in its real and personal property and the power to borrow money.

EIGHTH

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE SECOND. The corporation is not an employer. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political party or in opposition to any candidate for public office. (John 15:19; 17:16) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1986 or the corresponding section of any future federal tax code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

NINTH

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be transferred to the

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Watchtower Bible and Tract Society of New York, Inc. If the Watchtower Bible and Tract Society of New York, Inc., is not then in existence and a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, then the remaining assets shall be distributed to any organization designated by the Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious, educational, and/or charitable purposes and is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

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WTPA0003

STATEMENT PURSUANT TO § 496 OF THE JUDICIARY LAW

COPY

Watch Tower Bible & Tract Society of Pennsylvania ("Watch Tower") makes the following statement pursuant to § 496 of the New York Judiciary Law:

1. Watch Tower is a nonprofit religious, educational, and charitable corporation with offices located at 25 Columbia Heights, Brooklyn, New York 11201, and was organized for religious purposes pursuant to Pennsylvania's Act to Provide for the Incorporation and Regulation of Certain Corporations in 1874.

2. As stated in its charter, Watch Tower's corporate purposes are:

> religious, educational, and charitable, including to act as the servant and legal entity for the religious body of Christian persons known as Jehovah's Witnesses; publicly and from house to house preach and teach the gospel of God's Kingdom under Christ Jesus unto all nations as a witness to the name, Word, and supremacy of Almighty God, JEHOVAH (Matthew 24:14; 28:19, 20; Psalm 83:18; Isaiah 43:10-12); print, record by any means and in any medium, and otherwise produce, and distribute Bibles in any medium; disseminate Bible truths in various languages; write, record by any means and in any medium, and otherwise create, publish, and distribute literature in various languages containing information and comment explaining Bible truths and prophecy concerning the establishment of Jehovah's Kingdom under Christ Jesus (2 Timothy 3:16, 17); write, record by any means and in any medium, and otherwise create, publish, and distribute music, art, and other intellectual property of a religious or educational nature in any medium; improve men, women, and children intellectually and morally by Christian missionary work; instruct and educate men, women, and children about the Bible and incidental scientific, historical, and literary subjects; establish and operate private Bible schools and ancillary facilities to house and care for the students at such schools and classes for gratuitously instructing men and women about the Bible, Bible literature, and Bible history and for preparing men and women for Christian missionary work; arrange for and hold assemblies for religious worship; maintain one or more religious orders of special ministers of Jehovah's Witnesses (2 Kings 2:3, 5; 6:1); provide humanitarian assistance to persons suffering from natural or man-made disasters and in other times of need; acquire, own, and utilize, including by gift, voluntary contributions, inheritance, and bequest, any interest in real and personal property, including residences and other facilities for missionaries throughout the world; and do any and all other lawful things that its Board of Directors, in accordance with the spiritual direction of the ecclesiastical Governing Body of Jehovah's Witnesses, shall deem appropriate in harmony with these purposes.

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3. Watch Tower's officers are: President, Don A. Adams, Vice President, Robert W. Wallen, Vice President, William F. Malenfant, Secretary and Treasurer, Richard E. Abrahamson, Assistant Secretary and Treasurer, Danny L. Bland, Assistant Secretary and Treasurer, Philip D. Wilcox, Assistant Secretary and Treasurer, John N. Wischuk.

4. On occasion Watch Tower may allow attorneys on its legal staff to counsel or represent individual Jehovah's Witnesses in legal matters affecting the religious interests of Jehovah's Witnesses.

5. The names and addresses of attorneys admitted to practice in the State of New York who have, in the past year, made commitments to Watch Tower to provide legal services are:

William R. Bell, 100 Watchtower Drive, Patterson, New York 12563
Christine Benham 275 Tanner Marsh Road, Guilford, Connecticut 06437
Philip Brumley, 100 Watchtower Drive, Patterson, New York 12563
Max Custer, 100 Watchtower Drive, Patterson, New York 12563
Michelle Dickinson, 27 Hudson Watch Drive, Ossining, New York 10562
Lisa Douglas, 100 Watchtower Drive, Patterson, New York 12563
Robert C. James, 100 Watchtower Drive, Patterson, New York 12563
Richard King, 100 Watchtower Drive, Patterson, New York 12563
Adam Linett, 100 Watchtower Drive, Patterson, New York 12563
James M. McCabe, 4817 Santa Monica Avenue, Suite B, San Diego, California 92017
John Miller III, 100 Watchtower Drive, Patterson, New York 12563
Richard Moake, 100 Watchtower Drive, Patterson, New York 12563
Mario F. Moreno, 100 Watchtower Drive, Patterson, New York 12563
Erna Neufeld, 100 Watchtower Drive, Patterson, New York 12563
Gregory D. Olds, 100 Watchtower Drive, Patterson, New York 12563
Paul D. Polidoro, 100 Watchtower Drive, Patterson, New York 12563
Donald T. Ridley, 100 Watchtower Drive, Patterson, New York 12563
Carolyn R. Wah, 100 Watchtower Drive, Patterson, New York 12563

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WATCH TOWER BIBLE & TRACT
SOCIETY OF PENNSYLVANIA

Dated: April 8, 2003
Brooklyn, New York

Signed: Don A. Adams
Don A. Adams, President

Joel T. Dellinger
JOEL T. DELLINGER
Notary Public, State of New York
No. 01DE6062104
Qualified in Kings County
Commission Expires July 30, 2005

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