

State  
of  
California

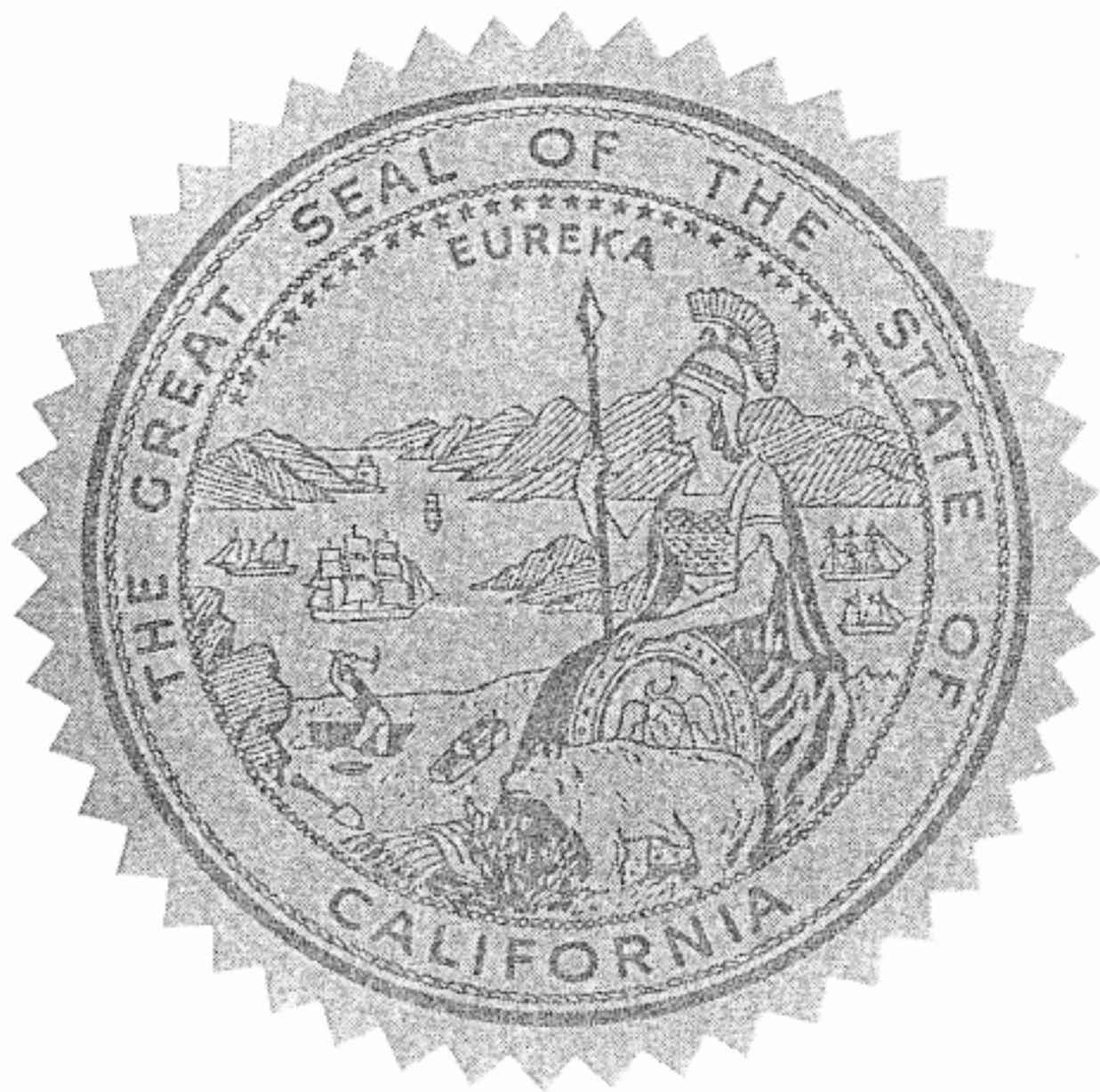
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

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

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

SEP 16 1988



*March Fong Eu*

Secretary of State

**FILED**

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

MAY 23 1956

FRANK M. JORDAN, SECRETARY OF STATE  
By *Ralph A. Martz*  
DEPUTY

Has changed to: THE ROSICRUCIAN FELLOWSHIP  
AGREEMENT OF MERGER

1107

*Survivor*  
*out*

THIS AGREEMENT OF MERGER dated the 25th day of March, 1956, made by and between THE ROSICRUCIAN FELLOWSHIP NON-SECTARIAN CHURCH, a California non-profit church corporation, and THE ROSICRUCIAN FELLOWSHIP, a California non-profit corporation, hereinafter sometimes collectively referred to as the "Constituent Corporations";

W I T N E S S E T H:

WHEREAS, The Rosicrucian Fellowship Non-Sectarian Church was incorporated on July 6, 1944, for the purpose of carrying on all ecclesiastical and esoteric functions of and for the Probationers and Disciples of The Rosicrucian Philosophy Individually and as members of the unincorporated church association established in 1908 and 1909, and whereas the Rosicrucian Fellowship Non-Sectarian Church has at all times thereafter since incorporation carried on all of said ecclesiastical and esoteric functions and maintained a complete system of representative church government; and

WHEREAS, The Rosicrucian Fellowship, a corporation, was incorporated on or about January 10, 1913, and since August 23, 1920 has held the title to the real property known as Mt. Ecclesia and all improvements, fixtures and personal property thereon and thereat, as trustee, in trust for the use, benefit and enjoyment of the Probationers and Disciples of The Rosicrucian Philosophy, as members of the said unincorporated church association established in 1908 and 1909, and as members of The Rosicrucian Fellowship Non-Sectarian Church, since its incorporation, as beneficiaries, and has used said real property, fixtures, improvements and personal property in and upon the said real property in the conduct of certain temporal functions for the account and benefit of the Probationers and Disciples, as members of said unincorporated

church association and as members of The Rosicrucian Fellowship Non-Sectarian Church, beneficiaries thereof; and

WHEREAS, the parties hereto deem it to be to the best interests of the Students, Probationers and Disciples of the Rosicrucian Philosophy, as individuals, as members of the unorganized church association organized in 1908 and 1909 known as The Rosicrucian Fellowship, and as members of The Rosicrucian Fellowship Non-Sectarian Church and to the best interest of the future growth and development of the principles of the Rosicrucian Philosophy that The Rosicrucian Fellowship Non-Sectarian Church, a non-profit church corporation and The Rosicrucian Fellowship, a non-profit corporation, be merged, and that The Rosicrucian Fellowship Non-Sectarian Church be the surviving corporation;

NOW, THEREFORE, the Constituent Corporations agree as follows:

1. The Constituent Corporations shall be merged into a single corporation by merging into The Rosicrucian Fellowship Non-Sectarian Church, a California non-profit church corporation, (hereinafter sometimes referred to as "The Surviving Corporation") pursuant to the provisions of the Corporations Code of the State of California.

2. The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

Upon the merger of the Constituent Corporations, the separate existence of The Rosicrucian Fellowship, a California non-profit corporation, shall cease, and the Surviving Corporation shall succeed to and shall become the owner of, without other transfer, all the assets, rights and property, of any and all kinds, of each of the Constituent Corporations, and the surviving corporation shall be subject to all legal

debts and liabilities of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them; and the corporate members and affiliates of The Rosicrucian Fellowship shall become members of the Surviving Corporation.

3. The Articles of Incorporation of The Rosicrucian Fellowship Non-Sectarian Church, the Surviving Corporation, shall be amended as follows:

Article First shall be amended to read as set forth in full as follows:

"FIRST: That the name of said Surviving Corporation henceforth shall be THE ROSICRUCIAN FELLOWSHIP."

Article Second shall be amended to read as set forth in full as follows:

"SECOND; That the purposes for which it is formed are:

To act as the agent, vehicle, movement and custodian through which the Probationers of the Rosicrucian Philosophy shall conduct, promote, organize and establish all phases of The Rosicrucian Philosophy in harmony with the directions and instructions of Max Heindel and his wife Augusta Foss Heindel; and to establish and conduct a spiritual, ecclesiastical, non-sectarian church, to carry on, disseminate and perpetuate the teachings, principles and spiritual concepts of the Rosicrucian Philosophy as set forth by Max Heindel in his book entitled "The Rosicrucian Cosmo-Conception or Mystic Christianity", and other supplemental writings of said Max Heindel and his wife Augusta Foss Heindel; to organize, assemble, congregate and establish Rosicrucian Disciples, Probationers and Students into ecclesiastical centers all over the world, to conduct religious exercises and to promote the objects and purposes of this corporation; to issue and revoke charters to such ecclesiastical centers; and to

do all things for their successful conduct and operation.

To promote to the fullest extent possible the spiritual purposes of the Rosicrucian Philosophy; to cherish the ideals of the founders of The Rosicrucian Fellowship; to assist and guide Students to the end that they may become faithful and deserving Probationers; to assist, aid and guide the Probationers in spreading the teachings of the Rosicrucian Philosophy to the world and to aid and encourage Probationers to become Disciples.

To administer, operate and conduct all such other activities of whatever nature as may be expedient, advisable or essential to the foregoing or in aid thereof.

To print, publish, sell or otherwise distribute and dispose of "The Rosicrucian Cosmo-Conception or Mystic Christianity" and other books and writings of Max Heindel and Augusta Foss Heindel.

To print, publish, sell and distribute a magazine and other literary productions, pamphlets, circulars, treatises, lessons and letters or other matter of any kind in support of the Rosicrucian Philosophy or its associated requirements.

To maintain and operate facilities for healing the sick as established by Max Heindel and at present continued, or as directed by his books and writings, or those of his wife Augusta Foss Heindel; and to maintain and operate all present facilities and procedures for healing the sick and such others as may be provided hereafter or to change, revise, abandon, improve or alter them in such manner as to conform more properly to the requirements of the aforesaid teachings, as may be properly provided hereafter.

To hold, manage, maintain and operate the Rose Cross Lodge and the headquarters property as now established, and any future improvements or additions thereto, and acquire, hold, manage,

maintain and operate any and all other necessary facilities for the use and benefit of the workers, Students, Probationers and Disciples of the Rosicrucian Philosophy, and to maintain and operate the present living quarters and accommodations provided for workers and any alterations, extensions or additions thereto, and to acquire, hold, operate, manage and maintain all real estate and personal property, fixtures, improvements, machinery, equipment and utilities for the account and benefit of the Students, Probationers and Disciples of the Rosicrucian Philosophy.

To exercise all of the powers herein set forth, or incident thereto, not only in the State of California, but also in other States and Nations and to have one or more temples or centers in or outside of the said State of California may be deemed advisable.

In addition to the operations, objects and purposes hereinbefore set forth, to do any and all things necessary, suitable, useful, expedient or convenient for the carrying on of any of said operations or for the accomplishment of any object or purpose or the exercise of any power hereinbefore set forth or which at any time shall appear to be beneficial to the corporation in connection therewith, and to do any and all of the things above set forth, either alone or jointly with others, and either as principal for its own account or as the agent of others, and to the same extent as fully as a natural person might or could do in the State of California or elsewhere.

The purposes and objects expressed in the several clauses hereinbefore set forth shall be construed both as objects and purposes and also as powers, and the statements contained in each clause shall in no wise be limited or restricted by reference to or inference from the terms of any other clause.

This corporation is a corporation which does not contemplate pecuniary gain or profit to the members thereof.

All of the property of this corporation is irrevocably dedicated to religious, charitable and hospital purposes, and upon the liquidation, dissolution or abandonment of the corporation will not inure to the benefit of any private person, except a fund, foundation or corporation organized and operated for religious, hospital or charitable purposes."

Article Fourth shall be amended to read as set forth in full as follows:

"FOURTH: That until otherwise legally provided the number of Directors of this corporation is seven (7), and the names and residences of the persons who are appointed to act as the first Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Mrs. Max Heindel	P. O. Box 713, Oceanside, California
Mr. Arnold Mulli	315 S. Bunker Hill, Los Angeles, 13, California
Mrs. Irene Murray	1820 West 51st St., Los Angeles 37, California
Mr. George Schwenk	6134 Burwood Ave., Los Angeles 42, California
Mr. Karl Muller	1836 Maltman Ave., Los Angeles 26, California"

Article Sixth shall be amended to read as set forth in full as follows:

"SIXTH: That the authorized number and qualifications of its members, the different classes of membership, the property, voting and other rights and privileges of members, together with the classification and tenure of office of the Directors, their powers, duties, compensation and the manner in which they shall be chosen shall be set forth in the By-Laws of this corporation."

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers, duly authorized, and have caused their respective corporate seals to be impressed thereon, as of the day and year first above written.

THE ROSICRUCIAN FELLOWSHIP

By: C. C. Johnson  
President

By: Margaret J. ...  
Secretary

THE ROSICRUCIAN FELLOWSHIP NON-SECTARIAN CHURCH

By: Frank Bowman  
President

By: Carl A. Robinson  
Secretary

STATE OF CALIFORNIA }  
COUNTY OF SAN DIEGO } ss.

On this 25th day of March, 1956, before me, a Notary Public in and for the said County and State, personally appeared FRANK BOWMAN, known to me to be the President, and CARL A. ROBINSON, known to me to be the Secretary of The Rosicrucian Fellowship Non-Sectarian Church, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation herein named, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Ray A. Wiley  
Notary Public in and for said  
County and State.



STATE OF CALIFORNIA }  
COUNTY OF SAN DIEGO } ss.

On this 29th day of March, 1956, before me, a Notary Public in and for the said County and State, personally appeared C. C. DODSON, known to me to be the President, and MARGARET SCARBOROUGH, known to me to be the Secretary of The Rosicrucian Fellowship, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation herein named, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Ray A. Wiley  
Notary Public in and for said  
County and State.