

This space is for
Ministry Use
Only

COPY

Ontario Corporation Number
Numéro de la personne morale en Ontario

1411628



Ministère de la Consommation et du Commerce
Ontario
Ministry of Consumer and Commercial Relations

Ministère de la Consommation et du Commerce

LETTERS PATENT

This application constitutes the charter of the corporation which is issued by these Letters Patent dated this

LETTRES PATENTES

La présente requête forme la charte de la compagnie constituée en personne morale par lettres patentes datées du

1 APRIL 11 AVRIL 2000

Minister of Consumer and Commercial Relations

Le Ministre de la Consommation et du Commerce

per/par *Carl D. Ellis*
Director / Directeur

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL
REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL ACTIONS**

Form 2
Corporations
Act

Formule 2
Loi sur les
personnes
morales

1. The name of the corporation is/Dénomination sociale de la personne morale:

O	N	T	A	R	I	O	S	E	N	I	O	R	O	F	F	I	C	E	R	S	P	O	L	I	C	E
A	S	S	O	C	I	A	T	I	O	N																

2. The address of the head office of the corporation is/Adresse du siège social:

134 STIRLING MACGREGOR DRIVE

(Street & No., or R.R. No., or Lot & Concession No. or Lot & Plan No., Post Office Box No. not acceptable; if Multi-Office Building give Room No.)

(Rue et numéro; ou R.R. et numéro; ou numéro de lot et de concession; ou numéro de lot et de plan; numéro de boîte postale inacceptable; s'il s'agit d'un édifice à bureau, numéro du bureau)

CITY OF CAMBRIDGE

(Name of Municipality)
(Nom de la municipalité)

N	1	S	5	A	1
---	---	---	---	---	---

(Postal Code/Code postal)

3. The applicants who are to be the first directors of the corporation are:
Requérants appelés à devenir les premiers administrateurs de la personne morale:

Name in full, including all first, middle names
Nom et prénoms au complet

Residence address, giving Street & No., or R.R. No., or Lot & Concession No. or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable).
Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro de lot et de concession, ou Le numéro de lot et de plan, ainsi que le code postal (Numéro de boîte postale inacceptable)

William Frederick Watts

11653 Highway 27 North, Township of Springwater, R.R. #1, Midhurst, Ontario L0L 1X0

Roy Allan Pilkington

201 Weldrick Road West, Richmond Hill, Ontario L4C 5J2

James Martin McGreal

2043 Victoria Avenue, Burlington, Ontario, L7R 1R5

Catherine Margaret Drinkwater

5 Montour Place, Brantford, Ontario N3R 5E4

Martin David Ernest Sawdon

134 Stirling MacGregor Drive, Cambridge, Ontario N1S 5A1

5. The special provisions are/Dispositions particulières:

- (1) The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses members, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

- (2) The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his/her position as such; provided that directors may be paid reasonable expenses incurred by them in the performance of their duties;
- (3) The borrowing power of the Corporation pursuant to any by-law passed and confirmed in accordance with Section 59 of the *Corporations Act*, as amended or re-enacted from time to time, shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property;
- (4) Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to educational institutions which carry on their work solely in Ontario.
- (5) For the attainment of the objects provided for in Section 4, as incidental and ancillary thereto;
- (a) To accumulate from time to time part of the fund or funds of the Corporation and income therefrom subject to any statutes or laws from time to time applicable;
- (b) To invest and re-invest the funds of the Corporation in such manner as determined by the directors, and in making such investments, the directors shall not be limited to investments authorized by law for Trustees, provided such investments are reasonable, prudent and sagacious under the circumstances, and do not constitute, either directly or indirectly, a conflict of interest;
- (c) To acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;
- (d) To acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such for the actual use and occupation of the Corporation or for carrying on its undertaking and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;
- (e) To publicize the objects and activities of the Corporation;
- (f) To publish and circulate papers, treatises, books and other publications and any and all aspects of the aforesaid;
- (g) To enter into any arrangements with any authorities (public, academic or otherwise) or other persons that may seem conducive to the Corporation's objects or any of them and obtain from any such authority or person any rights, privileges and concessions which the Corporation may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (h) To hold, manage, sell, or convert and of the personal property from time to time owned by the Corporation, and to invest and re-invest any principal in such manner as may be from time to time be determined by the directors;
- (i) To acquire, accept, solicit or receive, by purchase, lease, loan, contract, donation, legacy, gift, grant, bequest or otherwise from governments, agencies, persons, firms, corporations or associations, whether public or private, any kind of personal property to be used in the pursuit of the above objects;
- (j) To acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;

- (k) To acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on its undertaking, and when no longer necessary, to sell, dispose of and convey the same or any part thereof;
- (l) To exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation held by the Corporation;
- (m) To take up, in connection with any company or corporation which the Corporation may at any time hold shares or obligations, the proportion of any increased capital to which as holders of such shares or obligations it may be entitled and to purchase any additional shares or obligations in such company or corporation;
- (n) To demand and compel the payment of all sums of money and claims to any real or personal property in which the Corporation may have an interest and to compromise any such claims, and general sue and be sued in its corporate name;
- (o) To draw, make, accept, endorse, execute and issue cheques or other negotiable or transferrable instruments;
- (p) To pay all costs and expenses of, or incidental to, the incorporation of the Corporation.

6. The names and addresses of the applicants:
Nom et prénoms et adresse personnelle des requérants:

Name in full, including all first, middle names Nom et prénoms au complet	Residence address, giving Street & No., or R.R. No., or Lot & Concession No. or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable). Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro de lot et de concession, ou Le numéro de lot et de plan, ainsi que le code postal (Numéro de boîte postale inacceptable)
William Frederick Watts	11653 Highway 27 North, Township of Springwater, R.R. #1, Midhurst, Ontario L0L 1X0
Roy Allan Pilkington	201 Weldrick Road West, Richmond Hill, Ontario L4C 5J2
James Martin McGreal	2043 Victoria Avenue, Burlington, Ontario, L7R 1R5 36 James Street South, Hamilton, Ontario L8P 2X8
Catherine Margaret Drinkwater	5 Montour Place, Brantford, Ontario N3R 5E4
Martin David Ernest Sawdon	134 Stirling MacGregor Drive, Cambridge, Ontario N1S 5A1

This application is executed in duplicate.
La présente requête est faite en double exemplaire.

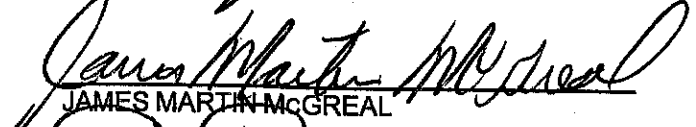
Signatures of applicants/Signature de requérants



WILLIAM FREDERICK WATTS



ROY ALLAN PILKINGTON



JAMES MARTIN MCGREAL



CATHERINE MARGARET DRINKWATER



MARTIN DAVID ERNEST SAWDON

RECEIVED
APR 11 2000
COMPANIES BRANCH

RECEIVED
1 APR 14 2000
EXAMINATIONS SECTION
COMPANIES BRANCH