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du ministre

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Ministry of
Consumer and
Business Services

Ministère des Services
aux consommateurs
et aux entreprises

LETTERS PATENT

The 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

FEBRUARY 19 FEVRIER, 2004

Minister of Consumer
and Business Services

Le Ministre des Services
aux consommateurs et aux entreprises

per/par

Director(A) / Directeur (A)

APPROVED AS A CHARITY - MCBS
OEUVRE DE BIENFAISANCE APPROUVÉE-MBCS

Form 2
Corporations
Act
Formule 2
Loi sur les
personnes
morales

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

1. The name of the corporation is: (set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société: (Écrire en LETTRES MAJUSCULES SEULEMENT)

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| I | T | Y |) | | | | | | | | | | | | | | | | | | | | | | | |

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

**751 George Street North
City of Peterborough**

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

City of Peterborough

ONTARIO

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(Name of Municipality or Postal Office)
(Nom de la municipalité ou du bureau de poste)

(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:

| <i>First name, middle names and surname Prénom, autres Prénoms et nom de famille</i> | <i>Address for service, giving Street & No., Municipality, Province, Country and Postal Code. Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité, la province, le pays et le code postal</i> |
|--|---|
| BARNHART, Marisa Alana | 215 Edinburgh Street, Apt. 103 Peterborough, Ontario K9H 3E4 |
| DICKINSON, Catherine Louise | 8 Elderwood Trail Stittsville, Ontario K2S 1C9 |
| MUIR, John Kenneth | 640 Reid Street Peterborough, Ontario K9H 4H4 |

NAYLOR, Matthew Ronald

E-190 Charlotte Street
Peterborough, Ontario K9J 2T8

1(a).

SMITH, Fraser Hay

507 Bethune Street
Peterborough, Ontario K9H 3Z4

4. The objects for which the corporation is incorporated are:
Objets pour lesquels la personne morale est constituée:

Community Centres

- a) To establish and operate a community centre to be used for workshops, programs, athletics, drama, art, music, handicrafts, hobbies and recreation for the benefit of the general public.

5. The special provisions are:

Dispositions particulières:

~~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 embres, ses et tout bénéfice out tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

- A. The corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the corporation shall be used in promoting its objects.
- B. The corporation shall be subject to the *Charities Accounting Act* and the *Charitable Gifts Act*.
- C. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
- D. The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the *Corporations Act* 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 or real or personal property.
- E. If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the *Charities Accounting Act* or the *Charitable Gifts Act*, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the *Corporations Act* to cancel the letters patent of the corporation and declare them to be dissolved.
- F. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act* (Canada), in Canada.
- G. To invest the funds of the corporation in such manner as determined by the directors, and in making such investments the directors shall not be subject to the *Trustee Act*, but provided that such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly a conflict of interest.
- H. For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the *Corporations Act*, or by any other statutes or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.

POWER TO ACCUMULATE

(1) 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;

POWER TO INVEST

(2) To invest the funds of the corporation in such manner as the Directors may determine in those investments authorized by law for Trustees;

POWER TO SOLICIT DONATIONS AND GRANTS

(3) To solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;

POWER TO RECEIVE PERSONAL PROPERTY

(4) 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;

POWER TO HOLD AND DISPOSE OF REAL PROPERTY

(5) 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 charitable undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;

POWER TO HIRE

(6) To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided that the corporation shall not pay any remuneration to a Director in any capacity whatsoever, and provided that all of the foregoing is subject to sections 23 and 61 of the *Trustees Act* and an order of the Court;

POWER TO COOPERATE WITH ANY OTHER CHARITABLE ORGANIZATIONS

(7) To cooperate, liaise and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of the corporation;

POWER TO PARTICIPATE IN THE REORGANIZATION OF A COMPANY

(8) To take up proportions of any increased capital of a company in which the corporation may at any time hold shares or obligations; to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganization or of the sale of assets of any company or corporations; or part thereof; to enter into any pooling or other agreement in connection with the shares or obligations of a company or corporation held by the corporation; and to give consent to the creation of any mortgage, lien or indebtedness of any company or corporation whose shares or obligations are held by the corporation; provided, however, that all of the foregoing is subject to the provisions of the *Charitable Gifts Act*.

POWER TO SUE AND COMPROMISE CLAIMS

(9) To demand and compel 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 generally to sue and be sued in its corporate name;

POWER TO ISSUE CHEQUES

(10) To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments;

POWER TO PAY COSTS OF INCORPORATION

(11) To pay all costs and expenses of, or incidental to, the incorporation;

RESTRICTION ON POWERS (1)

H. Provided that it shall not be lawful for the corporation to directly or indirectly to transact or undertake any business within the meaning of the *Loan and Trust Corporations Act*.

RESTRICTIONS ON POWERS (2)

I. Provided further that the corporation shall not have the capacity of a natural person.

6. The names and address for service of the applicants:
Nom et prénoms et domicile élu des requérants:

| First name, middle names and surname <i>Prénom, autres Prénoms et nom de famille</i> | Address for service, giving Street & No., Municipality, Province, Country and Postal Code, <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité, la province, le pays et le code postal</i> |
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| NAYLOR, Matthew Ronald | E-190 Charlotte Street Peterborough, Ontario K9J 2T8 |
| SMITH, Fraser Hay | 507 Bethune Street Peterborough, Ontario K9H 3Z4 |

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

Signatures of applicants
 Signature des requérants


 Marissa Alana Barnhart


 Matthew Ronald Naylor


 Catherine Louise Dickinson


 Fraser Hay Smith


 John Kenneth Muir