



Industry Canada Industrie Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

THE CATHEDRAL HILL FOUNDATION

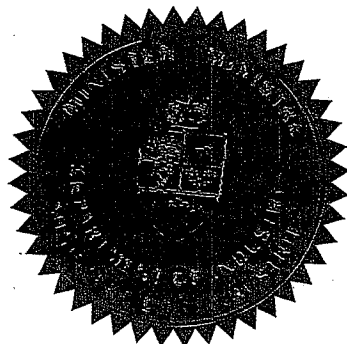
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent -- April 21, 2010

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 753013-7



APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE

CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

To the Minister of Industry.

I

The undersigned hereby apply to the Minister of Industry for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

THE CATHEDRAL HILL FOUNDATION

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants is as follows:

Name of Applicant	Residential Address	Occupation
David Caulfeild	108 Byron Avenue Ottawa, Ontario K1Y 3J2	Architect
Michael Herbert	404 - 530 Laurier Ave. West Ottawa, Ontario K1R 6G6	Administrator
David Morgan	440 Athlone Avenue Ottawa, Ontario K1Z 5M7	Retailer

The said David Caulfeild, Michael Herbert and David Morgan will be the first directors of the Corporation.

III

The objects of the Corporation are to receive by gift, bequest, devise, transfer or otherwise, property of every nature and description, including land, to hold, administer and invest it and to apply or distribute all or part of the principal and income derived from the property, from time to time, equally to Christ Church Cathedral and to The Incorporated Synod of the Diocese of Ottawa.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated is the City of Ottawa, in the Province of Ontario.

VI

It is specially provided that in the event of the dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed equally to Christ Church Cathedral and to The Incorporated Synod of the Diocese of Ottawa.

VII

In accordance with Section 65 of the *Canada Corporations Act*, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,

- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

VIII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

IX

The Corporation is to carry on its operations without pecuniary gain to its members, and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of Ottawa, in the Province of Ontario, as of the 21st day of
April, 2010.