

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

- (a) To receive and maintain a fund or funds and apply the income and capital thereof to charitable purposes, but the various aims of which are including, but not restricted to, the following:
 - (i) provide funding for the study of and the awareness of the natural resources and environment and their value in enhancing our quality of life, to those programs which offer conferences, seminars, public meetings and distribution of information circulars on issues relating to the environment and its protection;
 - (ii) to provide scholarships, fellowships, bursaries, prizes and financial assistance to students of elementary secondary and post-secondary schools with emphasis on students, who without financial assistance might not otherwise be able to continue their education;
 - (iii) providing funding to local public hospitals for use in programs and equipment for the betterment of the disabled and the sick;
 - (iv) the relief of health and monetary problems for the underprivileged or impoverished element of the society.

FEB 05 1998
 To Companies Branch, Ministry of Consumer and Commercial Relations
 Charitable Property Division, Office of the Public Guardian and Trustee
 Office of Letters Patent/Supplementary Letters Patent confirming to this
 application is acceptable to the Public Guardian and Trustee.
 Page 2 of 6 Pages
 Examiner

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

1.(a) For the above objections, 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 contrary to the statutes or common law relating to charities, and in particular, without limiting the generality of the foregoing:

(i) **Power to Accumulate**: 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.

(ii) **Power to Invest**: to invest the funds of the incorporated charity in such manner as the Directors may determine in those investments authorized by law for Trustees.

(iii) **Power to Solicit Donations and Grants**: to solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto.

(iv) **Power to Receive Personal Property**: 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.

(v) **Power to Hold and Dispose of Real Property**: 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;

(vi) **Power to Hire**: 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;

(vii) **Power to Co-operate with Other Charitable Organizations**: to co-operate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of the corporation;

TLD V J 1530
To Companies Branch, Ministry of Consumer and Commercial Relations
in Charitable Property Division, Office of the Public Guardian and Trustee
Office of Letters Patent/Supplementary Letters Patent confirming to this
Application is acceptable to the Public Guardian and Trustee.
..... Examiner
Page 3 of 6 Pages

(viii) **Power to Participate in the Re-Organization of a Company:** to take up proportions of any increased capital of a company or corporation in which the Corporation may at any time hold shares or obligations, to purchase any additional share or obligations in such company or corporation; to join in any plan for the reconstruction or re-organization or for the sale of assets of any company or corporation, 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; 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;

(ix) **Power to Sue and Compromise Claims:** 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;

(x) **Power to Issue Cheques:** to draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments;

(xi) **Power to Pay Costs of Incorporation:** to pay all costs and expenses of or incidental to the incorporation.

2. It shall not be lawful for the Corporation hereby incorporated directly or indirectly to transact or undertake any business within the meaning of the Loans and Trust Corporations Act.
3. The Corporation shall not have the capacity of a natural person.
4. (a) The subscribers to the Application for Incorporation of the Corporation, who are all members in good standing of the Zonta Club of Guelph Charitable Foundation shall be the first members and the Corporation shall consist of the subscribers and of those who shall hereafter be duly elected as members of the Corporation in accordance with the by-laws and regulations from time to time in force provided that no one shall be elected or continued to remain a member in good standing of a Zonta Club;
- (b) 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;
- (c) The Corporation shall be subject to the Charities Accounting Act and the Charitable Gifts Act;
- (d) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties;

FEB 05 1998
 To Companies Branch, Ministry of Consumer and Commercial Relations
 from: Charitable Property Division, Office of the Public Guardian and Trustee
 Office of Letters Patent/Supplementary Letters Patent confirming to this
 application is acceptable to the Public Guardian and Trustee.

Page 4 of 6 Pages

Examiner

- (e) 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 of real or personal property;
- (f) Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario;
- (g) If it is made to appear of 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 any inquiry for the purpose of determining whether or not there is sufficient cause of 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 it to be dissolved.

FEB 05 1998

To Companies Branch, Ministry of Consumer and Commercial Relations
From: Charitable Property Division, Office of the Public Guardian and Trustee
Re: Application for Letters Patent/Supplementary Letters Patent confirming to this
Application is acceptable to the Public Guardian and Trustee.

Page 5 of 6 Pages

 Examiner

To Companies Branch, Ministry of Consumer and Commercial Relations
Charitable Property Division, Office of the Public Guardian and Trustee
Office of Letters Patent/Supplementary Letters Patent confirming to this
application is acceptable to the Public Guardian and Trustee.

Page 6 of 6 Pages


.....
Examiner

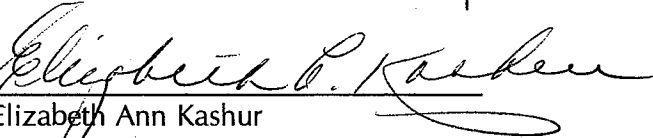
6. The names and residence addresses of the applicants:
Nom et prénoms et adresse personnelle des requérants :

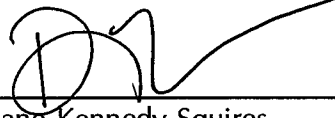
Name in full, including all first, middle names Nom et prénoms au complet	Residence address, giving Street & No., or R.R., No. or Lot & Concession No., or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable) Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro, ou 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)
Linda Fox	Unit 402, 8 Christopher Court, Guelph, Ontario N1G 4N7
Elizabeth Ann Kashur	61 Uplands Place, Guelph, Ontario N1E 3R5
Diane Kennedy Squires	22 Bathgate Drive, Guelph, Ontario N1L 1A8
Sandra Walneck	282 Craigleith Drive, Waterloo, Ontario N2L 5B3

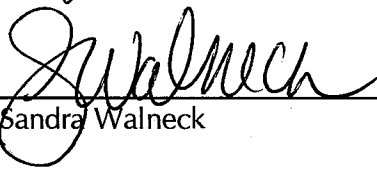
This application is executed in duplicate.
La présente requête est faite en double exemplaire.

Signatures of applicants/Signature des requérants


Linda Fox


Elizabeth Ann Kashur

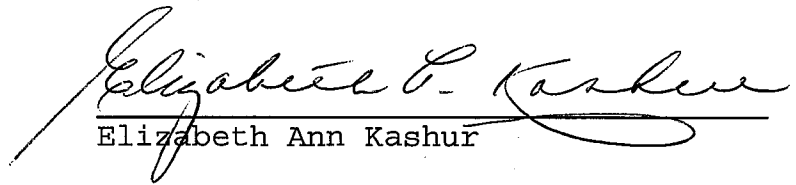

Diane Kennedy Squires


Sandra Walneck

CONSENT RE: NAME

I, Elizabeth Ann Kashur, an officer and director of the unincorporated association Zonta Club of Guelph, hereby consent to the incorporation of a non profit charitable foundation using the name "Zonta Club of Guelph Charitable Foundation".

Dated at Guelph this 29th day of September, 1997.


Elizabeth Ann Kashur

f:\data\cheryl\client\zonta\consent