



Consumer and
Corporate Affairs Canada
Canada
Corporations Act

Consumption
et Corporations Canada
Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

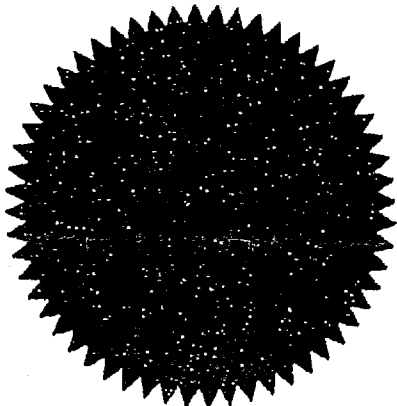
WHEREAS an application has been filed to incorporate a corporation under the name

FRIENDS OF H.M.C.S. HALDA

THEREFORE the Minister of Consumer and Corporate Affairs 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 - December 21, 1988

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.



Frederick H. Spurling

for the Minister of Consumer and
Corporate Affairs

RECORDED 2nd February, 1989

Film 611 Document 4

David D. Kirchmayer
Deputy Registrar General of Canada

Canada

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs 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 other persons as hereinafter become members of the Corporation thereby created, a body corporate and politic without share capital under the name of

FRIENDS OF H.M.C.S. HAIDA

The undersigned have satisfied themselves and are assured that, save as hereinafter set out, 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 twenty-one (21) years with power under law to contract. The name, the place of residence and the calling of each of the applicants are as follows:

<u>Name</u>	<u>Place of Residence</u>	<u>Calling</u>
Clare Copeland	R.R. #1 Terra Cotta, Ontario L0P 1N0	Executive
Fred Kasravi	37 Abbeywood Trail Don Mills, Ontario M3B 3B4	Executive
Dennis Freeman	5 Lombardy Lane Markham, Ontario L3T 4W3	Chartered Accountant

The said Clare Copeland, Fred Kasravi and Dennis Freeman will be the first directors of the Corporation.

III

The objects of the Corporation are:

- (a) to assist in the preservation, restoration and maintenance of H.M.C.S. HAIDA as a maritime museum, naval memorial and national historic site;

- (b) to promote the use of H.M.C.S. HAIDA, and other naval ships and vessels and naval and maritime craft, relics and artifacts of historical interest and significance for educational purpose;
- (c) to promote public interest in Canadian Naval History;
- (d) to promote and support the education and training of Canadian youth in matters pertaining to ships and the sea;
- (e) to preserve and perpetuate Canadian Naval Traditions;
- (f) to do all such things as are incidental and conducive to the above objects and, for the further attainment of the above objects, to receive and maintain a fund or funds and to apply from time to time, all or part thereof and the income therefrom for charitable and educational purposes within Canada;
- (g) to solicit, accept, receive, acquire by purchase, lease, agreement, grant, donation, legacy, gift, bequest or otherwise, any kind of real or personal property, to enter into and carry out agreements, undertakings, and conditions in connection therewith and to hold such real or personal 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; and
- (h) to acquire rights, privileges, licences, permits and concessions necessary or desirable.

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 Municipality of Metropolitan Toronto, in the Province of Ontario.

VI

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 borrowings or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable 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.

VII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to, and shall not be enforced or acted upon until the approval of the Minister has been obtained.

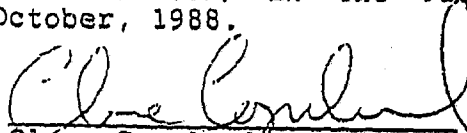
VIII


It is specifically provided that in the event of dissolution or winding-up of the Corporation, after the payment of all debts and liabilities of the Corporation all property of the Corporation shall be distributed to one or more qualified donees as defined in section 149.1(1)(h) of the Income Tax Act (Canada).

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 Toronto, in the Province of Ontario, this 31st day of October, 1988.


Clare Copeland


Fred Kasravi


Dennis Freeman