

# FILLMORE RILEY

BARRISTERS, SOLICITORS AND TRADE-MARK AGENTS, ASSOCIATED WITH ADE & COMPANY, PATENT AGENTS

JODY S. LANGHAN  
Direct Line: (204) 957-8311  
Direct Fax: (204) 954-0311  
E-mail: [jslanghan@fillmoreriley.com](mailto:jslanghan@fillmoreriley.com)

Our File Number: 30758-17/JSL

September 14, 2001

Seven Oaks Education Foundation Inc.  
830 Powers Street  
WINNIPEG, MANITOBA  
R2V 4E7

Attention: Ms. Ramona Gallos  
President

Dear Madam:

Re: **Incorporation and Organization of  
Seven Oaks Education Foundation Inc.**

RECEIVED

SEP 17 2001

SEVEN OAKS SCHOOL DIV. No. 10

Per \_\_\_\_\_ *clw*

We are pleased to report to you on the incorporation and preliminary organization of Seven Oaks Education Foundation Inc.

Seven Oaks Education Foundation Inc. was incorporated as a corporation without share capital by Certificate of Incorporation issued pursuant to The Corporations Act (Manitoba) and dated the 17<sup>th</sup> day of July, 2001.

The undertaking of the Corporation is restricted to:

- Funding, facilitating, promoting and carrying out activities and programs for the advancement of education and other purposes beneficial to the community as a whole, or for any other purposes that the law regards as charitable, and includes without limitation, providing funding to deserving students encouraging students to pursue higher academic and personal standards, funding educational programs, and advancing research in and promoting the study of recognized fields of knowledge;
- Raising funds through donations, fundraisers and other means;
- Receiving gifts, bequests, funds and property and holding, investing and administering same; and
- All other things necessary to attain the foregoing;

All as more particularly described in the Certificate of Incorporation and Articles of Incorporation.



Practicing Excellence  
ISO 9001

The Corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the Corporation shall be used in furthering its undertaking. Upon dissolution of the Corporation, after payment of all debts and liabilities, any remaining property and assets of the Corporation shall be distributed to Seven Oaks School Division No. 10 provided that it is a registered Canadian charitable organization and exists at the time of such dissolution. Please refer to the Certificate and Articles of Incorporation for the specific provisions governing dissolution.

### **ORGANIZATION**

The Articles of Incorporation state that the Board of Directors shall consist of a minimum of Three (3) and a maximum of Fifteen (15) Directors. A majority of directors shall constitute a quorum for the transaction of business.

As of the date of reporting, the Directors and Officers of the Corporation are as follows:

#### **DIRECTORS**

RAMONA GALLOS  
CLAUDIA SARBIT  
ELIZABETH ASH  
EDWARD JOHNS  
MORLEY JACOBS

#### **OFFICERS**

RAMONA GALLOS - President  
CLAUDIA SARBIT – Vice-President  
ELIZABETH ASH - Secretary  
EDWARD JOHNS - Treasurer  
MORLEY JACOBS – Past President

Each first director named in the Corporation's Articles of Incorporation dated July 17, 2001 becomes a member of the Corporation upon incorporation. In accordance with the organizational minutes of the first directors, the following persons have been admitted as Members of the Corporation:

RAMONA GALLOS  
CLAUDIA SARBIT  
ELIZABETH ASH  
EDWARD JOHNS  
MORLEY JACOBS

### **REGISTERED OFFICE**

The registered office of the Corporation is presently shown as 1700-360 Main Street, Winnipeg, Manitoba.

### **FINANCIAL YEAR**

The financial year end of the Corporation is December 31 in each year, as set out in By-law No. 1, being the general by-laws of the Corporation.

### **MINUTES AND RECORD BOOK**

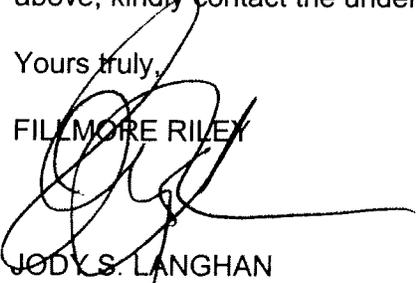
A minute book has been created for the Corporation, in which there have been inserted a copy of the Articles of Incorporation, Members' Register, Directors' Register, and organizational resolutions. It is located at our offices unless you otherwise instruct.

A duplicate of the minute book maintained by our office is enclosed for your retention. Copies of all minutes and resolutions of directors and members should be made and placed in the duplicate minute book. All signed originals should be sent to our offices for insertion in the original minute book.

A copy of the Articles of Incorporation effective July 17, 2001 is included in the enclosed duplicate minute book.

Enclosed herewith is our Statement of Account which we trust is in order. Please note that although our time expended on this matter since our last account, calculated at our normal hourly rates amounted to \$2,487.50 before GST and disbursements, we have taken the liberty of reducing our account to \$1,850.00 plus GST and disbursements in recognition of the charitable nature of this venture. Should you have any questions with respect to the above, kindly contact the undersigned at your convenience.

Yours truly,

  
FILLMORE RILEY

JODY S. LANGHAN

/b/encl.

**ARTICLES OF INCORPORATION (without share capital)/**  
**STATUTS CONSTITUTIFS (corporations sans capital-actions)**

MANITOBA



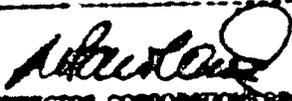
The Corporations Act /  
Loi sur les corporations

Corporation No.  
N° de la corporation

4409087

**CERTIFICATE / CERTIFICAT**

**ARTICLES EFFECTIVE /**  
**LES STATUTS PRENNENT EFFET LE**  
**17 JUL / JUIL. 2001**

  
DIRECTOR, CORPORATIONS BRANCH /  
DIRECTEUR, DIRECTION DES CORPORATIONS

1-Name of Corporation / Dénomination sociale

**SEVEN OAKS EDUCATION FOUNDATION INC.**

2-The address in full of the registered office (include postal code)  
Adresse complète du bureau enregistré (inclure le code postal)

**1700 – 360 Main Street**  
**Winnipeg, Manitoba R3C 3Z3**

3- Number (or minimum and maximum number) of directors  
Nombre (ou nombre minimal et maximal) d'administrateurs

**MINIMUM 3; MAXIMUM 15**

4-First directors/Premiers administrateurs

Name in full/Nom complet	Address in full (include postal code)/Adresse complète (inclure le code postal)
MORLEY JACOBS	1066 Diplomat Drive, Winnipeg, Manitoba R2V 2J6
RAMONA GALLOS	133 Amber Trail, Winnipeg, Manitoba R2P 2S4
CLAUDIA SARBIT	38 Meredith Bay, Winnipeg, Manitoba R2V 3N6
ELIZABETH ASH	15 Kowall Bay, Winnipeg, Manitoba R2P 1A7
EDWARD JOHNS	70 Pickley Crescent, Winnipeg, Manitoba R2P 1G3

5-The undertaking of the corporation is restricted to the following /  
Les activités de la corporation se limitent à ce qui suit

**AS SET FORTH IN SCHEDULE A HERETO**

6- Other provisions, if any / Autre dispositions, s'il y a lieu

AS SET FORTH IN SCHEDULE B HERETO

7-The corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking./

La corporation n'a pas de capital autorisé et exercera ses activités sans que ses membres en tirent profit sur le plan pécuniaire; tout bénéfice réalisé par la corporation sera consacré à l'avancement de ses activités.

8-Each first director named herein becomes a member of the corporation upon incorporation./

Chacun des premiers administrateurs nommé dans les présentes devient membre de la corporation à la constitution de celle-ci.

9-Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain.

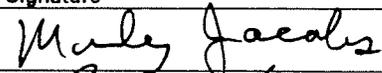
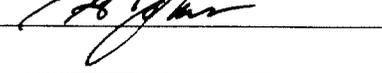
Lorsque les activités de la corporation sont à caractère social, indiquer l'adresse au complet du lieu où elle les poursuivra.

NOT APPLICABLE

10-I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.

Je me suis assuré que la dénomination sociale projetée n'est ni identique ni semblable à la dénomination d'une personne morale, d'une association, d'une société ou d'une entreprise connue ou au nom d'un particulier connu et qu'elle ne saurait prêter à confusion ni induire en erreur.

11-Incorporators/Fondateurs

Name in full/ Nom complet	Address in full (include postal code)/ Adresse complète (inclure le code postal)	Signature/ Signature
MORLEY JACOBS	1066 Diplomat Drive, Winnipeg, Manitoba R2V 2J6	
RAMONA GALLOS	133 Amber Trail, Winnipeg, Manitoba R2P 2S4	
CLAUDIA SARBIT	38 Meredith Bay, Winnipeg, Manitoba R2V 3N6	
ELIZABETH ASH	15 Kowall Bay, Winnipeg, Manitoba R2P 1A7	
EDWARD JOHNS	70 Pickley Crescent, Winnipeg, Manitoba R2P 1G3	

Note: If any First Director named in paragraph 4 is not an incorporator, a Form 3 "Consent to Act as a First Director" must be attached. State the full civic address in paragraphs 2, 4 and 11 - a P.O. box number alone is not acceptable.

Remarque: Si l'un des premiers administrateurs nommés à la rubrique 4 n'est pas un fondateur, joindre la formule 3 intitulée "Consentement à agir en qualité de premier administrateur". Indiquer l'adresse complète dans les rubriques 2, 4 et 11; un numéro de case postale seul n'est pas suffisant.

**SCHEDULE "A"**

**To Article 5 of the Articles of Incorporation of  
SEVEN OAKS EDUCATION FOUNDATION INC.**

(the "Corporation")

5. The undertaking of the Corporation is restricted to the following:
- (a) To fund, facilitate, promote and carry out activities and programs for the advancement of education and other purposes beneficial to the community as a whole, or for any other purpose that the law regards as charitable, including, without limitation:
    - (i) to provide funding to deserving students who wish to further and advance their education beyond the high school level, and to otherwise assist students in acquiring an education which will enable them to lead fulfilling lives within the world as moral people and contributing members of society;
    - (ii) to encourage students to pursue higher academic and personal standards by publicizing and making available scholarships, bursaries, awards and prizes to students for scholastic, athletic, artistic and other achievements;
    - (iii) to fund educational programs, and to otherwise advance the welfare and good of the Seven Oaks School Division No. 10, or any successor school division thereto; and
    - (iv) to advance research in, and to promote the study of, recognized fields of knowledge;
  - (b) To raise funds through donations, fundraisers and other means in order to maintain and add to the number and amounts of scholarships, bursaries, awards and prizes made available by the Corporation, and to otherwise further its charitable objectives;

- (c) To receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Corporation, for the Seven Oaks School Division No.10 or any successor school division thereto, for such other organizations as are "qualified donees" under the Act and for such other purposes and activities as are authorized for charitable foundations under the provisions of the Act; and
- (d) To do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Corporation.

SCHEDULE "B"

To Article 6 of the Articles of Incorporation of  
**SEVEN OAKS EDUCATION FOUNDATION INC.**  
(the "Corporation")

6. Other provisions, if any

Any and all profits of the Corporation are to be used in the furtherance of the Corporation's undertaking, and no member shall directly or indirectly receive any profit from his or her position as such. If, upon the winding up or dissolution of the Corporation, there remains, after the satisfaction of all its debts and liabilities, any assets, such assets shall not be paid to or distributed amongst the members, but shall be given or transferred to Seven Oaks Schools Division No. 10 of Winnipeg, Manitoba, provided it is a registered Canadian charitable organization within the meaning of the *Income Tax Act* (Canada) (the "Act") at the relevant time. In the event that the Seven Oaks Schools Division No. 10 has ceased to exist or ceased to be a registered Canadian charitable organization under the Act at the time of the dissolution or winding up of the Corporation, then any assets of the Corporation remaining shall be given or transferred to the school division that is the successor to the Seven Oaks Schools Division No. 10, provided that it is a registered Canadian charitable organization within the meaning of the Act at that time. In the event that there is no successor school division to the Seven Oaks School Division No. 10 that is a registered Canadian charitable organization within the meaning of the Act at the time of the dissolution or winding up of the Corporation, the assets of the Corporation remaining on its dissolution or winding up shall be distributed to other registered charities or qualified donees as defined under the Act, all as may be determined by the members of the Corporation immediately prior to its dissolution or winding up.