



Industry Industrie
Canada 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

TORONTO MEDIA ARTS CLUSTER

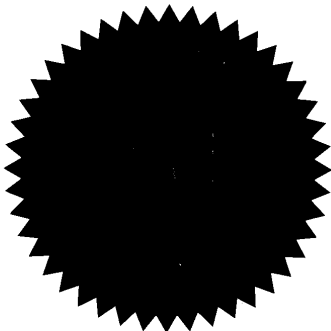
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy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

Date of Letters Patent - September 20, 2011

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

for the Minister of Industry

File Number: 793831-4



Canada

**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

TORONTO MEDIA ARTS CLUSTER

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 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, address and occupation of each of the applicants are as follows:

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
Michael Awad	160 R Clinton Street, Toronto, ON. M6G 2Y3	Architect
Gary Hall	3 Ferncliff Court, Toronto, ON. M4B 2M3	Arts Administrator
Deirdre Margaret Logue	25 Seaforth Avenue, Toronto, ON. M6K 1N4	Arts Administrator

Michael Awad, Gary Hall and Deirdre Margaret Logue will be the first directors of the Corporation.

III

The object of the Corporation is to educate and increase the public's understanding and appreciation of the arts by providing performances and exhibitions of an artistic nature in premises to be maintained and operated by the corporation and by providing instructional seminars, conferences and workshops on topics relating to the arts exhibited and performed at the premises,

and without limiting the powers that the Corporation possesses pursuant to subsection 16 (1) of the *Canada Corporations Act*, the Corporation shall possess the power to do all such things as are incidental to the object of the Corporation and, in particular:

1. to use, give, devote, accumulate or distribute from time to time all or part of the fund or funds of the Corporation and/or the income therefrom for purposes similar to the object of the Corporation, or to or for any organization or organizations that, on the judgment of the directors of the Corporation, will promote the object of the Corporation, provided that such organization or organizations are qualified donees under the *Income Tax Act* (Canada);
2. to hold and invest the funds of the Corporation and/or received by the Corporation as trustee or agent in such manner as from time to time may be determined by the board of directors of the Corporation, and in making such investments the directors shall not be limited to investments authorized by law for trustees, provided that such investments are reasonable and prudent under the circumstances and do not constitute, either directly or indirectly, a conflict of interest; and provided, further, that the board of directors may restrict investments from being made or maintained in industries or entities that are considered socially undesirable as determined from time to time by the board of directors or the members of the Corporation (which determination shall be set forth in the investment policy of the Corporation as established from time to time by the board of directors of the Corporation); and provided, further, that the board of directors may authorize and make and maintain investments from time to time in industries or entities that are considered socially desirable as determined from time to time by the board of directors or the members of the Corporation (which determination shall be set forth in the investment policy of the Corporation as established from time to time by the board of directors of the Corporation); and provided, further, that the board of directors may from time to time delegate decisions regarding the acquisition and disposition of investments to a special committee from time to time created by the board of directors for such purpose and to professional investment advisors from time to time retained by the board of directors for such purpose and dissolve any such committee and terminate any such retainer;
3. to accumulate from time to time income from the funds of or maintained by the Corporation, subject to any statutes or laws from time to time applicable
4. to draw, make, endorse, execute and issue cheques and other negotiable or transferable instruments;
5. to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real property or personal property, including either as an annual or other contribution or as an addition to the fund or funds of the Corporation, and to enter into and carry out agreements, contracts and undertakings incidental thereto, and to sell, dispose of or convey the same, or any part thereof, as may be considered advisable;
6. to acquire by purchase, lease, devise, gift or other title, and to hold, any real property necessary for the carrying on of its undertaking and for the purpose of drawing a revenue therefrom, and to sell, lease, mortgage, dispose and convey the same or any part thereof as the directors of the Corporation may consider advisable;

7. to hold, manage, sell or convert any of the real property or personal property from time to time owned or held by the Corporation, and to invest and reinvest any such property or the proceeds therefrom in such manner as the directors of the Corporation may from time to time determine;
8. to exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation owned or held by the Corporation;
9. to employ and pay 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 to carry out the object of the Corporation;
10. to associate and affiliate with any association or organization, incorporated or unincorporated; and
11. to pay all costs and expenses of or incidental to the Corporation.

IV

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

V

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

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more organizations that are qualified donees under the *Income Tax Act* (Canada) and are carrying on similar activities or are organized for purposes similar to the object of the Corporation.

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 or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; and
- d. secure any bond, debentures or other securities, or any other present or future borrowing or liability of the company, 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.

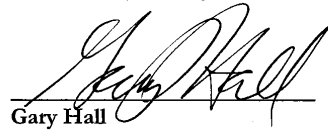
IX

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 object.

DATED at the City of Toronto, in the Province of Ontario this 15th day of September, 2011.


Deirdre Margaret Logue


Michael Awad


Gary Hall