



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

SHAMBHALA SUN FOUNDATION

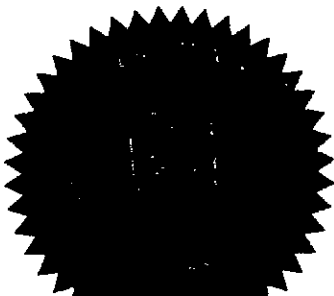
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy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

Date of Letters Patent - November 30, 2005

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

for the Minister of Industry

File Number: 433779-4





Industry Canada Industrie Canada

Corporations Canada  
9<sup>th</sup> floor  
Jean Edmonds Towers South  
365 Laurier Avenue West  
Ottawa, Ontario K1A 0C8

Corporations Canada  
9<sup>e</sup> étage  
Tour Jean Edmonds sud  
365, avenue Laurier ouest  
Ottawa (Ontario) K1A 0C8

Your file Votre référence

Our file Notre référence

December 19, 2005

Carter & Associates  
c/o Jane Burke-Robertson  
Barrister & Solicitor  
70 Gloucester Street  
Ottawa, ON  
K2P 0A2

433779-4

Re - Objet: SHAMBHALA SUN FOUNDATION

Enclosed herewith, is the document issued in the above matter.

A notice of issuance of CBCA documents will be published in the *Monthly Transactions*. A notice of issuance of CCA documents will be published in the *Monthly Transactions* and the *Canada Gazette*.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:


*This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search reports(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.*

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans les *Transactions mensuelles*. Un avis de l'émission de documents en vertu de la LCC sera publié dans les *Transactions mensuelles* et dans la *Gazette du Canada*.

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ:

*Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.*

  
For the Director, Corporations Canada  
pour le directeur, Corporations Canada

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:

**SHAMBHALA SUN 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 policy grounds objectionable.

II

The applicants are individuals of the full age of eighteen (18) years with power under the law to contract. The name, the address and the occupation of each of the applicants is as follows:

- (1) Melvin McLeod  
25 Medford Street  
Dartmouth, NS B2Y 3C2  
Journalist & Editor
- (2) James Gimian  
1645 Walnut Street  
Halifax, NS B3H 3S3  
Businessman & Publisher
- (3) Andrew Karr  
430 Francklyn Street  
Halifax, NS B3H 1A9  
Finance Director

- (4) Liza Mathews  
1040-B Lucknow Street  
Halifax, NS B3H 2T5  
Art Director
- (5) Molly De Shong  
5658 Cornwallis St.  
Halifax, NS B3K 1B5  
Businesswoman
- (6) Eric Ross  
5536 Sackville Street, Apt 618  
Halifax, NS B3J 1L1  
Advertising Sales Manager

The said applicants will be the first directors of the Corporation.

### III

The objects of the Corporation are to advance and teach the religious doctrines and tenets of genuine Buddha dharma of all vehicles and traditions:

- (1) by producing magazines and other media that present Buddhist, Shambhala, and contemplative wisdom to a variety of audiences; and
- (2) by carrying out seminars, retreats and other similar events for the benefit of the interested public.

For the attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the *Canada Corporations Act* or 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:

- (a) 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;
- (b) to invest and re-invest the funds of the Corporation in such manner as may be determined by the directors, including but not limited to investments in mutual funds, and in making such investments, the directors shall not be

limited to investments authorized or criteria established by law for trustees, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;

- (c) 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; and
- (d) 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.

#### 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 Halifax, Province of Nova Scotia.

#### VI

It is specifically 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 Vajradhatu Buddhist Church, a charity registered under the *Income Tax Act* (Canada) or in the event that it ceases to exist or ceases to be a registered charity, to its successor organization within the Shambhala Mandala, provided that such successor organization is a registered charity under the *Income Tax Act* (Canada), or, if there is no such qualified successor organization, to such other charity or charities registered under the *Income Tax Act* (Canada) as may be determined by the board of directors of the Corporation and confirmed by the Shambhala Members 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 board of directors and sanctioned by two-thirds (2/3) of the votes cast by the members at a special 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 debenture, 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.

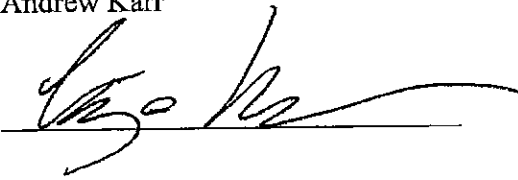
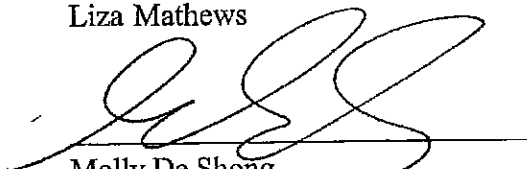
## VIII

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 Halifax, in the Province of Nova Scotia, this 24<sup>th</sup> day of November, 2005.

  
\_\_\_\_\_  
Melvin McLeod  
\_\_\_\_\_  
James Gimian  
\_\_\_\_\_  
Andrew Karr  
\_\_\_\_\_  
Liza Mathews  
\_\_\_\_\_  
Molly De Shong  
\_\_\_\_\_  
Eric Ross