



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

TRUTHOPE INSTITUTE INC.

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 - August 16, 2002

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

for the Minister of Industry

File Number: 394086-1



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:

TRUEHOPE INSTITUTE INC.

(hereinafter referred to as the "Corporation")

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 grounds objectionable.

II

The applicants are individuals of the full age of twenty-one years with power under law to contract. The name, the place of residence and the occupation of each of the applicants are as follows:

DAVID LAWRENCE HARDY	Address: 164 West, 100 North Raymond, Alberta T0K 2S0 Occupation: CEO - Researcher
BARBARA MARGARET STEPHAN	Address: 635 Second Avenue West Cardston, Alberta T0K 0K0 Occupation: Homemaker
AUTUMN DAWN STRINGAN	Address: RR#1 Sexsmith, Alberta T0H 3C0 Occupation: Support Worker

The said DAVID LAWRENCE HARDY, BARBARA MARGARET STEPHAN AND AUTUMN DAWN STRINGAN will be the first directors of the Corporation.

III

The purposes and objects of the Corporation are:

To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time:

A. EDUCATION:

- i) for the advancement of knowledge related to Central Nervous System Disorders and the causes of mental illness by sponsoring applied research and the collection of data by universities, colleges and other institutions of higher learning related to the effects of nutrition on mental illness and Central Nervous System Disorders;
- ii) for the dissemination to the public of information and research results related to Central Nervous System Disorders and through seminars, workshops, the publication of brochures and via an internet web-site, a public awareness campaign comprised of public lectures and conducting interviews with the media etc. so that reintegration into the community is made easier for those who suffer from Central Nervous System Disorders and mental illness because the public is more understanding of their ongoing needs;
- iii) and for the dissemination of information and research information to those who suffer from mental illness and disorders of the Central Nervous System.

B. RELIEF OF POVERTY

- i) To assist those individuals who suffer from mental illness and disorders of the Central Nervous System who are homeless by establishing homes for their care and treatment;
- ii) To establish and maintain a treatment and recovery facility to temporarily relieve homelessness and poverty for those individuals who suffer from mental illness and disorders of the Central Nervous System according to need, during their treatment by providing food and financial assistance;
- iii) To rehabilitate and to support and encourage those individuals who suffer from mental illness and disorders of the Central Nervous System by offering programs to educate the sufferers on their illness(es) and on recovery from it;
- iv) To encourage medical and scientific and other forms of research into the causes of mental illness and disorders of the Central Nervous System so as to find the causes and treatments for them;

- C** In the event that the Corporation accumulates funds or assets in excess of the amount necessary to fulfill its purposes and objects, the Corporation may disburse funds to one or more qualified donees as defined under the provisions of the Income Tax Act.
- D.** For the above purposes and objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Canada 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) 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) to invest and re-invest the funds of the Corporation in such manner as determined by the directors and in making such investments, the directors shall not be limited to investments authorized 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;
 - iii) 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;
 - iv) 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;
 - v) to co-operate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of the Corporation;
 - vi) to draw, make, endorse, execute and issue cheques and other negotiable or transferrable instruments;
 - vii) to exercise all voting rights and to authorize and direct execution and delivery of proxies in connection with any share in or obligations of any company or corporation held by the Corporation;
 - viii) to pay all costs and expenses of or incidental to the Corporation; and

- ix) to do all such things that are ancillary and incidental to the attainment of the purposes and objects of the Corporation.

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 Town of Raymond, in the Province of Alberta.

VI

- C) It is specifically provided that the membership in the Corporation shall be restricted to those persons who have completed a membership form and have paid the membership fee as prescribed from time to time by the board of directors of the Corporation.
- D) It is further specifically provided that, in the event of dissolution or winding-up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed to one or more charitable organizations operating in Canada, in the following order of priority:
 - i) a successor to the True Hope Institute Ltd., a corporation incorporated under the laws of Canada, provided such successor operates in Canada; or
 - ii) one or more charitable organizations operating in Canada whose mission is similar to that of the Corporation or one or more charitable organizations operating in Canada.
- E) By-laws, resolutions and decisions of the board pertaining to the following corporate activities shall, to become effective, require the approval of two-thirds (2/3) of the members of the Corporation, namely:
 - i) to amend the Corporate Charter (Letters Patent) and Bylaws of the Corporation;
 - ii) to acquire, exchange, deal in or with any real estate;
 - iii) to elect and appoint (or remove) members of the board of directors and the officers of the Corporation;

- iv) to appoint the auditor of the Corporation;
- v) to set financial policies;
- vi) to dispose, transfer or alienate more than 5% of its assets;
- vii) to dissolve the Corporation.

VII

Notwithstanding Section 65 of the Canada Corporations Act, the Corporation may not borrow money.

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 accretions to the Corporation are to be used in promoting its purposes and objects.

X

The members may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of the term.

 DATED at Raymond, in the Province of Alberta, this (4) day of March, 2001.



DAVID LAWRENCE HARDY



AUTUMN DAWN STRINGAM



BARBARA MARGARET STEPHAN