



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

SANTROPOL ROULANT INC./
SANTROPOL ON WHEELS 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 - May 31, 1995

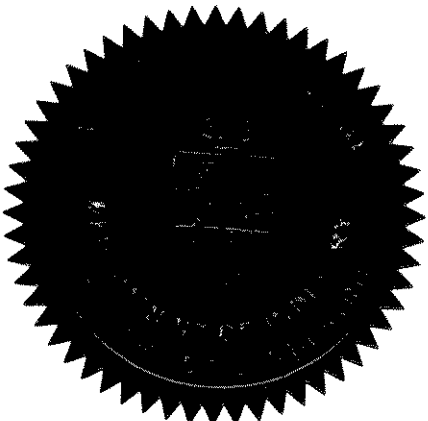
GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

RECORDED 5th June, 1995

Film 702 Document 19

Deputy Registrar General of Canada



Canada

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE
CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT**

To the Minister of Industry Canada.

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:

SANTROPOL ROULANT INC./SANTROPOL ON WHEELS INC.

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.

II.

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

CHRISTOPHER GODSALL Coordinator	5301 St. Urbain Montreal, Quebec H2T 2W8
KEITH FITZPATRICK Coordinator	5301 St. Urbain Montreal, Quebec H2T 2W8
JIM SOLKIN Restaurateur	3980 St. Urbain Montreal, Quebec H2W 1T7

The said Christopher Godsall, Keith Fitzpatrick and Jim Solkin will be the first directors of the Corporation.

III.

The objects of the Corporation are:

- 1) To provide a community, non-profit, food delivery

service to persons experiencing a temporary or permanent loss of self autonomy;

- 2) To provide quality, nutritious and balanced meals to needy recipients;
- 3) To provide other programs from time to time to relieve poverty and assist needy or incapable persons in the community.

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:

111 Duluth
Montreal, Quebec
H2W 1J8

VI.

It is specially provided that in the event of a dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the *Income Tax Act* (R.S.C. 1985 (5th Supp.) c.1) (as amended).

VII.

In accordance with Section 65 of the *Canada Corporations Act*, it is provided that, when authorized 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
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- (e) secure any such debentures, 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, 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.

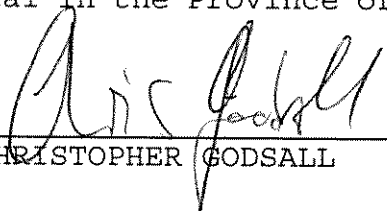
VIII.

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

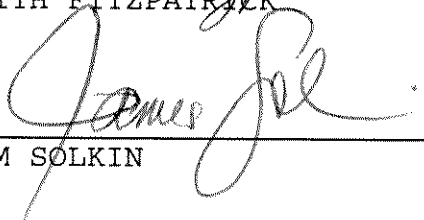
IX.

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 Montreal in the Province of Quebec, this 30th day of May, 1995.


CHRISTOPHER GODSALL


KEITH FITZPATRICK


JIM SOLKIN