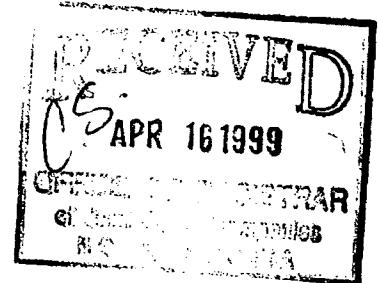


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MEMORANDUM OF ASSOCIATION
OF
ROTARY CLUB OF HALIFAX HARBOURSIDE



1. The name of the Society is Rotary Club of Halifax Harbourside.
2. The objects of the Society are:
 - a. To encourage and foster the ideals of Rotary International, namely, of service as a basis of worthy enterprise through the development of: acquaintance and fellowship as an opportunity for service, the promotion of high ethical standards in business and professions, the application of service in every member's personal, business and community life, and advancement of international understanding, goodwill and peace through a world fellowship of business and professional persons;
 - b. To the extent the laws of the Province of Nova Scotia and the laws of Canada applicable therein permit, the Society shall be subject to the jurisdiction of Rotary International;
 - c. To participate in Rotary International projects including the Ambassadorial Scholarship Program, Group Study Exchange, Matching Grants Programs and Polio Plus;
 - d. To undertake activities to raise funds for charitable purposes beneficial to the community as a whole, for the advancement of education and for the relief of poverty in Halifax Regional Municipality, Nova Scotia, Canada and the world both as the Society's own initiative and by providing funding and assistance in efforts in other organizations;
 - e. To engender fellowship and enthusiasm among the members of the Society for the aforesaid purposes;
 - f. To acquire by way of grant, gift, purchase bequest devise or otherwise real and personal property and to use and apply such property to the realization of the objects of the Society;
 - g. To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society;

- h. To establish and supervise a Trust to carry out all or part of the charitable activities of the Society and to seek to obtain and maintain status as a registered charity with Revenue Canada.
- 3. The activities of the Society are to be carried on in the Halifax Regional Municipality, Province of Nova Scotia.
- 4. The registered office of the Society is situated at 208-5880 Spring Garden Road, Halifax, Nova Scotia, B3H 1Y1.

PROVIDED that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

PROVIDED, further, that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Society.

We, the several persons whose names, addresses and occupations are subscribed, desire to be formed into a Society, in pursuance of this Memorandum of Association.

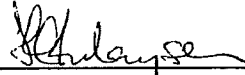

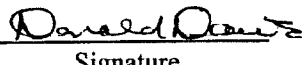
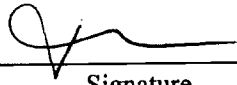
DATED at Halifax, Nova Scotia, this 8th day of April, 1999.

Member: E. Clarke Paynter Stockbroker E. Clarke Paynter
 Clarke Paynter Stockbroker Signature

Address: 117 Richardson Drive
 117 Richardson Drive
Dartmouth Nova Scotia B2Z 1J4
 Dartmouth Nova Scotia B2Z 1J4

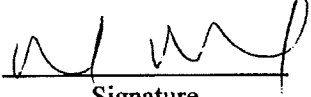
Member: Maureen Inzunza Banker [Signature]
 Maureen Inzunza Banker Signature

Address: 2323 Princess Place Halifax, NS B3A 1A5
 2323 Princess Place

	<u>Halifax</u> Halifax	<u>Nova Scotia</u> Nova Scotia	<u>B3K 4K5</u> B3K 4K5
Member:	<u>Kate Finlayson</u> Kathleen Finlayson	<u>Event Planner</u> Event Planner	<u></u> Signature
Address:	<u>1593 Henry Street</u> 1593 Henry Street		
	<u>Halifax</u> Halifax	<u>NS</u> Nova Scotia	<u>B3H 3K2</u> B3H 3K2
Member:	<u>Steve Countway</u> Steve Countway	<u>Banker</u> Banker	<u></u> Signature
Address:	<u>44 Carriageway Court</u> 44 Carriageway Court		
	<u>Bedford</u> Bedford	<u>Nova Scotia</u> Nova Scotia	<u>B4A 3V4</u> B4A 3V4
Member:	<u>Don Dawe</u> Don Dawe	<u>Sales Manager</u> Sales Manager	<u></u> Signature
Address:	<u>29 Fiddlers Green</u> 29 Fiddlers Green		
	<u>Dartmouth</u> Dartmouth	<u>Nova Scotia</u> Nova Scotia	<u>B2V 1Y9</u> B2V 1Y9 010
Member:	<u>James MacGowan</u> James MacGowan	<u>Deloitte + Touche</u> Accountant	<u></u> Signature
Address:	<u>2709 Windsor Street</u> 2709 Windsor Street		
	<u>Halifax</u> Halifax	<u>Nova Scotia</u> Nova Scotia	<u>B3K 5E1</u> B3K 5E1

Witness to the Above Signatures:

4

Witness: Paul Rodford Lawyer 
 Name Occupation Signature

Address: 5554 Stanley Place
 Street and Number

Halifax N.S B3K 2E7
 City Province Postal Code