

**MEMORANDUM OF ASSOCIATION OF  
COALDALE COMMUNITY WELLNESS ASSOCIATION LTD.**

1. The name of the Company is **COALDALE COMMUNITY WELLNESS ASSOCIATION LTD.** ("the Company").
  
2. The Object for which the Company is established is to improve, sustain and enhance the health, wellness, well-being and quality of life of the residents and community of the Town of Coaldale and area by providing funding, assistance, encouragement and support for:
  - (a) programs, initiatives, groups and organizations;
  
  - (b) community mobilization, participation and innovation;
  
  - (c) self-reliance, sustainability, economic viability, interdependence and cooperation; within and amongst the residents and the community of the Town of Coaldale and area with particular emphasis on the health, wellness, well-being and quality of children, youth, families and seniors, resident in the Town of Coaldale and area.
  
3. The powers authorized by clauses (a) to (v) of Section 20(1) of the Companies Act are hereby excluded and the following powers are substituted in their place:
  - (a) To purchase, lease, or otherwise acquire and hold any real or personal property and any rights or privileges deemed necessary or advisable for the purposes of the Company;
  
  - (b) To enter into agreements with governmental or other authorities and to obtain from such governmental or other authorities any monies, rights, privileges and concessions as deemed advisable for the purposes of the Company;
  
  - (c) To borrow, raise and secure the payment of monies as deemed advisable;
  
  - (d) To adopt any means of advertising and publicizing the Objects of the Company;
  
  - (e) To raise and assist in raising funds in any manner as deemed advisable by the

Company;

- (f) To draw, make, accept, endorse and execute all such securities and negotiable instruments as deemed advisable;
  - (g) To carry on any business capable of being conveniently carried on in connection with the Objects of the Company;
  - (h) To sell, manage or develop and otherwise dispose or deal with the property and rights of the Company;
  - (i) To do all things as may be required or advisable to further the Objects of the Company.
4. (a) The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, to the shareholders; provided that nothing herein shall prevent payment, in good faith, of reasonable and proper remuneration to any shareholder of the Company in return for any services actually rendered to the Company, other than services rendered as a Director or Officer of the Company.
- (b) In the event of the winding up or dissolution of the Company any property/assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the shareholders but shall be transferred to a charitable/non-profit organization engaged in activities the same or similar to the Company.
5. The liability of the shareholders of the Company is limited to their monetary investment in the Company.
6. The authorized capital of the Company is **TEN THOUSAND (\$10,000.00) DOLLARS** divided into TEN THOUSAND (10,000.00) shares with a nominal or par value of \$ 1.00 each.

Dated at the Town of Coaldale in the Province of Alberta this 18<sup>th</sup> day of May, 2010.