



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

GREEN PARTY OF CANADA FUND -
FONDS DU PARTI VERT DU CANADA

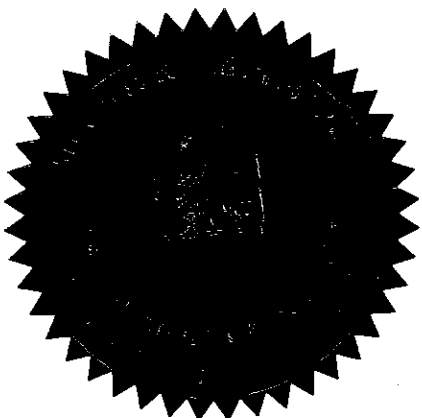
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy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

Date of Letters Patent - September 29, 2005

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

for the Minister of Industry

File Number: 432494-3



Canada

To the Minister of Industry.

1. 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

GREEN PARTY OF CANADA FUND – FONDS DU PARTI VERT DU CANADA

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.

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

Name	Matthew Clarke
Residential Address:	83 Sweetland Ave, Ottawa, ON K1N 7T9
Occupation:	Administration/Finance Manager

Name	Diana Nunes
Residential Address:	866 Montcrest Dr, Ottawa, ON K4A 3C7
Occupation:	Financial Administrator

Name	Matthew Takach
Residential Address:	1-115 Powell Ave, Ottawa, ON K1S 2A2
Occupation:	Director of Organizing

The said Matthew Clarke, Diana Nunes and Matthew Takach will be the first directors of the Corporation.

3. The objects of the Corporation are:
 - To hold assets for the benefit of the membership of the Green Party of Canada;
 - To support the operations of the Green Party of Canada; and,
 - Carry out the duties of Chief Agent of the Green Party of Canada as set out in the *Elections Act (Canada)*.
4. The operations of the Corporation may be carried on throughout Canada and elsewhere.
5. The place within Canada where the head office of the corporation is to be situated is the City of Ottawa in the Province of Ontario.

6. It is specifically provided that in the event of dissolution or winding up of the corporation, all its remaining assets after payment of liabilities shall be distributed to the individual or corporation identified at Elections Canada as the Chief Agent of the Green Party of Canada.

In the event that no such individual is identified that it is specifically provided that all of the corporation's remaining assets after payment of its liabilities shall be distributed rateably amongst the members.

7. In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by 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:
- borrow money upon the credit of the corporation;
 - limit or increase the amount to be borrowed;
 - issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
 - secure any bond, debentures or other securities, or any other present or future borrowing or liability of the company, 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.

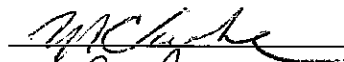
Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

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.

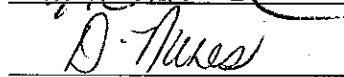
8. The by-laws of the corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.
9. The corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the corporation are to be used in promoting its objects.

Dated at the City of Ottawa in the Province of Ontario, this 13th day of September, 2005.

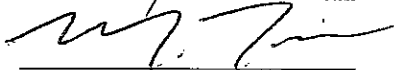
Matthew Clarke



Diana Nunes



Matthew Takach



Signature of Applicants