



GOVERNMENT OF  
NEWFOUNDLAND AND LABRADOR  
**Department of Government Services and Lands**

*The Corporations Act (Form 7)*

**Restated Articles of Incorporation (Section 287)**

1. Name of Corporation	2. Corporation No.
3. The place in Newfoundland where the registered office is situated	
4. The classes and any maximum number of shares that the corporation is authorized to issue	
5. Restrictions, if any, on share transfers	
6. Number (or minimum and maximum number) of directors	
7. Restrictions, if any, on business the corporation may carry on	
8. Other provisions, if any	

The foregoing restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of articles of incorporation as amended and supersede the original articles of incorporation.

Date	Signature	Description of Office
<b>For Department Use Only</b>		
Filed:		

Registry of Companies, P.O. Box 8700, Confederation Building, St. John's, NF., A1B 4J6

**NOTE TO READER:**

This document consolidates information in documents filed with the Registry of Companies, but has not itself, been filed there.

NEWFOUNDLAND  
THE CORPORATIONS ACT  
Form 1

ARTICLES OF INCORPORATION

**Scouts Canada (Newfoundland and Labrador) Trust Foundation Inc**

(the "Corporation")  
(the "Foundation")

**Schedule "A"**

6. The corporation is established for and shall restrict its activities to the following objects:

a) To help boys, youth and young adults develop their character as resourceful and responsible members of the community by providing opportunities and guidance for their mental, physical, social and spiritual development.

b) To receive and manage a trust fund or funds and to apply, from time to time, all or part thereof, or the income therefrom, for charitable purposes by making grants to the National Council of Boy Scouts of Canada or to Boy Scouts of Canada Provincial Council of Newfoundland and Labrador or to any other Provincial, Regional or District Council, or Group of Boy Scouts of Canada for the use of the recipient Council or Group for such special Scouting purpose or project not within the field of normal operations, as may be determined by the Corporation when making the grant.

The operations of the Foundation may be carried on throughout Canada and elsewhere.

For the purposes of enabling the Corporation to attain its objects hereinbefore set forth, the Corporation shall have the following ancillary powers:

- i. to acquire, by way of grant, gift, bequest, purchase or otherwise, property, whether real or personal, immovable or movable, of every class and description whatsoever and to use and apply, exclusively for the purposes hereinbefore and hereinafter mentioned, the principle thereof as well as the income therefrom;
- ii. to make expenditures by way of grant, gift or otherwise and to contribute any kind of property and assistance to organizations as aforesaid, in Canada operated exclusively as such and not for the benefit, gain or profit of any proprietor, member or shareholder thereof;
- iii. to hold, manage, sell, exchange, convey, lease or otherwise dispose of or deal with any of the real or personal property, from time to time, owned by the Foundation and to invest and reinvest any principal in such investments as the directors, in their absolute discretion, may deem advisable, without limitation by the Trustee Act of Newfoundland, and to retain any real or personal property in the form in which it may be received by the Foundation as permanent investments or for such length of time as may be deemed best.

- iv. to hold, manage, sell, exchange, convey, lease or otherwise dispose of or deal with any of the real or personal property, from time to time, owned by the Foundation and to invest and reinvest any principal in such investments authorized by law for the investment of trust funds , as the directors , in their absolute discretion, may deem advisable, and to retain any real or personal property in the form in which it may be received by the Corporation as permanent investments or for such length of time as may be deemed best;
- v. to borrow or raise money in such a manner as the Corporation may see fit, whether by charitable subscription, fund raising events or otherwise and to give security for the repayment of any money borrowed or owing by mortgage, charge or lien, bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Corporation;
- vi. to engage in, organize, administer and carry out fund raising projects and activities and to solicit subscriptions for any objects of the Corporation; vi) to employ any or all persons whose professional assistance may be required or deemed necessary to carry out the objects of the Corporation;
- vii. to do all such things as the Corporation may deem incidental or conducive to the attainment of the above objects.

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**Schedule "B"**

- 7.1 The Corporation has no authorized share capital.
- 7.2 The Corporation is to be carried out without pecuniary gain to its members.
- 7.3 Any profits or other accretions to the Corporation, whatsoever and wheresoever derived, shall be applied solely towards the promotion of the objects of the Corporation as set forth in Schedule "A" of the Article of Incorporation, and no portion thereof shall be paid or transferred directly or indirectly or by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Corporation provided that nothing therein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Corporation, or to any member of the Corporation nor prevent the payment of interest on money lent or proper rent for premises demised or let by any member of the Corporation to the Corporation.
- 7.4 If upon winding up or dissolution of the Corporation, there remains after the satisfaction of its debts and liabilities, any property whatsoever, same shall not be paid or distributed among the members of the Corporation but shall be given or transferred to some other institution or association in the Province, the undertaking of which is charitable or beneficial to the community, having objects similar to the objects of the Corporation, and which shall prohibit the distribution of its or their income and property among its or their members.
- 7.5 True accounts shall be kept of the sums of money received and expended by the Corporation and the matters in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Corporation.
- 7.6 Each first Director of the Corporation shall become a member of the Corporation upon its incorporation.