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, 2013

Ministry of Government Services  
 Companies and Personal Property Security Branch  
 c/o 393 University Ave., Suite 200  
 Toronto, ON  
 M5G 2M2

Dear Sir/Madam:

**Re: File No. 38910: Amalgamation of Highland Shores Children's Aid Society ("HSCAS") and The Children's Aid Society of the County of Prince Edward ("PECAS") into Highland Shores Children's Aid Society**

We enclose herewith Application for Letters Patent of Amalgamation, in duplicate, and our firm cheque in the amount of \$155.00 representing your filing fee.

**Please note**, the Articles should have an effective date of **April 1st, 2013**. If there is any difficulty with that, could you please contact the writer or Lesley Nunn of our office. I understand it can take 6 weeks to process this request. In addition, if this cannot be processed well before April 1<sup>st</sup>, 2013 (with effective date April 1<sup>st</sup>, 2013), or is too far in advance for an April 1<sup>st</sup>, 2013 effective date, could you please contact us.

Kindly forward all documentation to our offices once the Application is complete. If you have any questions or concerns, please feel free to contact me.

Yours very truly,  
 TEMPLEMAN MENNINGA LLP

  
 HAROLD VAN WINSEN  
 Enclosures

**AMALGAMATION AGREEMENT**

This Agreement dated the 17<sup>th</sup> day of January, 2013

**BETWEEN:**

**HIGHLAND SHORES CHILDREN'S AID SOCIETY**

(Hereinafter "HSCAS");

**AND**

**THE CHILDREN'S AID SOCIETY OF THE COUNTY  
OF PRINCE EDWARD**

(Hereinafter "CASPE");

WHEREAS HSCAS and CASPE are corporations incorporated and existing under the *Corporations Act* of Ontario;

AND WHEREAS HSCAS and CASPE acting under authority contained in the said Act have agreed to amalgamate upon the terms and conditions hereinafter set out;

AND WHEREAS HSCAS and CASPE have each made full disclosure to the other of their respective assets and liabilities;

AND WHEREAS it is desirable that the said amalgamation should be effected;

In consideration of the mutual covenants and agreements hereinafter set forth, the parties agree as follows:

1. In this amalgamation agreement, "*Amalgamated Corporation*" means the corporation continuing from the amalgamation of HSCAS and CASPE.
2. HSCAS and CASPE hereby agree to amalgamate under the provisions of Section 113 of the *Corporations Act* and to continue as one corporation under the terms and conditions hereinafter set out.
3. The name of the Amalgamated Corporation shall be **Highland Shores Children's Aid Society**.

4. The By-Laws of the Amalgamated Corporation shall not be the by-laws of either of the Amalgamating Corporations, but shall be enacted by the Amalgamated Corporation on or after the effective date. The by-laws of the Amalgamated Corporation shall be a form of general by-law made pursuant to the Corporations Act, approved by the directors and members of the Amalgamated Corporation.

5. The objects of Highland Shores Children's Aid Society shall be as follows:

- (a) To promote the welfare of children, youth and their families;
- (b) To provide safe and nurturing care for children and youth under the *Child and Family Services Act* or any other Act;
- (c) To provide guidance, counseling and other services to families for protecting children or for the prevention of circumstances requiring the protection of children, that lead to child abuse and neglect;
- (d) To investigate allegations or evidence that children or youth may be in need of protection;
- (e) To protect children and youth from abuse and neglect as provided under the *Child and Family Services Act*;
- (f) To supervise children and youth assigned to its supervision under the *Child and Family Services Act* or any other Act;
- (g) To improve the home life of children and youth through counselling, treatment programs, other support services and by facilitating referrals to other community service providers;
- (h) To arrange for and provide foster parents, foster care and foster homes for children and youth;
- (i) To arrange for and provide Kinship homes, Kinship service and Kinship care for children and youth;
- (j) To arrange for adoptive homes and place children and youth for adoption and provide post-adoption support;
- (k) To operate or secure non profit residential accommodation and incidental facilities exclusively for children and youth primarily of low or modest income; and
- (l) To work in partnership with aboriginal Native (First Nations) communities in providing services to aboriginal Native (First Nations) children and families.

#### **Special Provisions**

- (a) The Amalgamated Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Amalgamated Corporation shall be used in promoting its objects.
- (b) The Corporation shall be subject to the *Charities Accounting Act*.

- (c) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
- (d) The borrowing power of the Amalgamated Corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the *Corporations Act* shall be limited to borrowing money for current operating expenses; provided that the borrowing power of the Amalgamated Corporation shall not be so limited if it borrows on the security of real or personal property.
- (e) If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee, that the Amalgamated Corporation has failed to comply with any of the provisions of the *Charities Accounting Act*, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the *Corporations Act* to cancel the letters patent of the Amalgamated Corporation and declare them to be dissolved.
- (f) Upon the dissolution of the Amalgamated Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act (Canada)*, in Canada.
- (g) To invest the funds of the Amalgamated Corporation pursuant to the *Trustee Act*.
- (h) For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the *Corporations Act*, or by any other statutes or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.
6. All funds and other property held by the amalgamating corporations immediately before the Letters Patent of Amalgamation become effective or at any time thereafter received by the amalgamated corporation pursuant to any Will, deed or other instrument made before the Letters Patent of Amalgamation become effective, together with all income thereon and accretions thereto shall be applied only to the objects of the respective amalgamating corporation as they are immediately before the Letters Patent of Amalgamation become effective.
7. The Amalgamated Corporation shall be a corporation without share capital.
8. The head office of the Amalgamated Corporation shall be in the City of Belleville in the County of Hastings, in the Province of Ontario.



Ministry of  
Government Services

Ministère des  
Services gouvernementaux

**LETTERS PATENT OF AMALGAMATION**

These Letters Patent amalgamate the corporations named in this application and they are continued as one corporation under the name set out. Dated this

**LETTRES PATENTES DE FUSION**

Les présentes lettres patentes fusionnent les personnes morales désignées dans la requête en une seule et même société portant la dénomination indiquée. Daté le

1 APRIL 01 AVRIL, 2013

Minister of  
Government Services

Le ministre des Services  
gouvernementaux

*K. [Signature]*  
Director / Directrice

APPROVED AS A CHARITY -- PGT  
ŒUVRE DE BIENFAISANCE APPROUVÉE -- FCF

Form 11  
Corporations  
Act  
Formule 11  
Loi sur les  
personnes  
morales

**APPLICATION FOR LETTERS PATENT OF AMALGAMATION  
REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES DE FUSION**

1. Name of the amalgamated corporation / Dénomination sociale de la personne morale issue de la fusion :

H	I	G	H	L	A	N	D	S	H	O	R	E	S	C	H	I	L	D	R	E	N	'	S	A	I	D
S	O	C	I	E	T	Y																				

2. The amalgamation agreement has been duly approved as required by subsection 113(3) of the Corporations Act.

La convention de fusion a été dûment approuvée conformément au paragraphe 113(3) de la Loi sur les personnes morales.

3. The names of the amalgamating corporations and the dates on which the amalgamation agreement was approved by the shareholders/members of each of the amalgamating corporations are:

La dénomination sociale des personnes morales qui fusionnent et la date à laquelle la convention de fusion a été approuvée par les actionnaires ou membres de chaque personne morale qui fusionne sont les suivantes:

Name of corporation Dénomination sociale de la personne morale	Ontario Corporation Number Numéro de la personne morale en Ontario	Date of shareholders/Members approval Date de l'approbation par les actionnaires ou membres
Highland Shores Children's Aid Society	1868364	January 17, 2013
The Children's Aid Society of the County of Prince Edward	37767	January 17, 2013

4. The address of the head office of the amalgamated corporation is:  
 Adresse du siège social de la personne morale issue de la fusion :

363 Dundas St. West

(Street & No., or R.R. No., or Lot & Concession No., or Lot & Plan No., Post Office Box No. not acceptable; if Multi-Office Building give Room No.)  
 (Rue et numéro, ou R.R. et numéro, ou numéro de lot et de concession, ou numéro de lot et de plan; numéro de boîte postale inacceptable; s'il s'agit d'un édifice à bureaux, numéro du bureau)

Belleville, Ontario

K	8	P	1	8	3
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(Name of Municipality)  
 (Nom de la municipalité)

(Postal Code/Code postal)

5. The persons who are to be directors of the amalgamated corporation are:  
 Les personnes appelées à devenir les administrateurs de la personne morale issue de la fusion sont :

Name in full, including all given names  
 Nom et prénoms au complet

Address for service giving Street & No., or R.R. No., or Lot & Concession No., or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable)

Domicile élu y compris la rue et le numéro, ou la R.R. et le numéro, ou le numéro de lot et de concession, ou le numéro de lot et de plan, ainsi que le code postal (numéro de boîte postale inacceptable)

See page 2A/2B

6. The following is a copy of the amalgamation agreement duly certified under corporate seal by the secretary of each of the amalgamating corporations:  
 Copie de la convention de fusion dûment certifiée et revêtue du sceau de la personne morale par le secrétaire de chacune des personnes morales qui fusionnent :

**LIST OF DIRECTORS: HIGHLAND SHORES CHILDREN'S AID SOCIETY**

<b>Name In Full, including all given names</b>	<b>Address for Service giving Street &amp; No., or R.R. No., or Lot &amp; Concession No., or Lot &amp; Plan No., and Postal Code (Post Office Box No. not acceptable)</b>
Darcey French	177 William St. Belleville, Ontario K8N 3C7
Karyn Kennedy	22 Baldwin St. Port Hope, Ontario L1A 1S1
Phillip Peters	3 Herbert Place Port Hope, Ontario L1A 4G7
Jay Taugher	29 Stonebridge Court Belleville, Ontario K8P 5K5
Marilyn Curson	2 Clifton Rd. Port Hope, Ontario L1A 2B5
Mary Brown	17 Second Street Campbellford, Ontario K0L 1L0
Eric Crowe	34 Vimy Ridge Rd. Alderville First Nation, Ontario K0K 2X0
Bruce Knutson	192 George St. Belleville, Ontario K8N 3H2
Elaine Philip	24 Luck's Crossroad R.R. 9 Picton, Ontario K0K 2T0
Sandra Lewis-den Otter	Box 189, 5144 Old Hwy. 2 Tyendinaga Mohawk Territory, Ontario K0K 3A0

Peter Knudsen

640 Dundas St. East  
Belleville, Ontario  
K8N 1G7

Michael McLeod

1838 County Rd. 3  
Carrying Place, Ontario  
K0K 1L0

Jacqueline Pennington

525 Wilson Rd.  
Cobourg, Ontario  
K9A 5P7

Darren Strongman

9 Calgary Rd.  
Port Hope, Ontario  
L1A 3T7



**CERTIFICATE OF SECRETARY OF  
THE CHILDREN'S AID SOCIETY OF THE COUNTY  
OF PRINCE EDWARD**

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I hereby certify that at a general meeting of the members of the Children's Aid Society of the County of Prince Edward duly called and held in the City of Belleville on the 17<sup>th</sup> day of January, 2013 at the hour of 10 am in the morning for the purpose of considering the within agreement for the amalgamation of the said Corporation and Highland Shores Children's Aid Society at which meeting a quorum of the members of the Children's Aid Society of the County of Prince Edward were present in person or represented by proxy, and notice of which meeting was duly given, more than 2/3rds of the votes cast at such meeting were in favour of the adoption of the said agreement.

DATED at Belleville, Ontario this 17<sup>th</sup> day of January, 2013.

  
\_\_\_\_\_  
Jay Taugher, Secretary

Corporate Seal


The corporations named below apply jointly for letters patent confirming the agreement and amalgamating the said corporations.

Les personnes morales nommées ci-dessous demandent conjointement des lettres patentes confirmant la convention et les fusionnant.

This application is executed in duplicate./La présente requête est faite en double exemplaire.

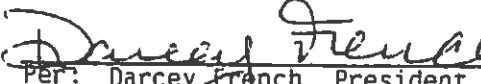
Names and seals of the amalgamating corporations and signatures and descriptions  
of office of their proper officers.  
Dénomination sociale et sceau des personnes morales qui fusionnent, signature et fonction  
de leurs dirigeants régulièrement désignés


HIGHLAND SHORES CHILDREN'S AID SOCIETY

  
Per: Darcey French, Chairperson

  
Per: Jay Taugher, Secretary

THE CHILDREN'S AID SOCIETY OF THE COUNTY  
OF PRINCE EDWARD

  
Per: Darcey French, President

  
Per: Jay Taugher, Secretary