

CANADA) TO ALL WHOM THESE PRESENTS
PROVINCE OF ONTARIO)
TO WIT) MAY COME, BE SEEN OR KNOWN

I, Linda Joan Godel, of the City of Toronto, in the Province of Ontario, a notary public in and for the Province of Ontario by royal authority duly appointed,

Do Certify and Attest that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be the **Letters Patent for ONTARIO SOCIETY OF PROFESSIONAL ENGINEERS** certified effective April 5, 2000, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

In Testimony Whereof I have hereto subscribed my name and affixed my Notarial Seal of Office at the City of Toronto, this 12th day of June, 2002.



LINDA JOAN GODEL

A Notary Public in and for the Province of Ontario.



1406161



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

LETTERS PATENT

This application constitutes the charter
of the corporation which is issued by
these Letters Patent dated this

LETTRES PATENTES

La présente requête forme la charte de la
compagnie constituée en personne morale
par lettres patentes datées du

APRIL 05 AVRIL, 2000

Minister of Consumer
and Commercial Relations

Le Ministre de la
Consommation et du Commerce

John D. Ellis
Director / Directeur

per/par

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL
REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL ACTIONS**

Form 2
Corporations
Act

Formule 2
Loi sur les
personnes
morales

1. The name of the corporation is/Dénomination sociale de la personne morale :

O	N	T	A	R	I	O	S	O	C	I	E	T	Y	O	F	P	R	O	F	E	S	S	I	O	N	A
L	E	N	G	I	N	E	E	R	S																	

2. The address of the head office of the corporation is/Adresse du siège social:

203 College Street, Suite 303

(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)

City of Toronto

(Name of Municipality)
(Nom de la municipalité)

M 5 T 1 P 9

(Postal Code/Code postal)

3. The applicants who are to be the first directors of the corporation are:

Requérants appelés à devenir les premiers administrateurs de la personne morale :

Name in full, including all first, middle 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)

Jeremy P. Cook

32 Major William Sharpe Drive
Brampton, Ontario L6X 3J2

Stewart W. Crampton

9 Mill View Court
Caledon East, Ontario L0N 1E0

Robert A. Goodings

294 Douglas Drive
Toronto, Ontario M4W 2C2

Maximus H. Perera

383 Banbury Road
North York, Ontario M2L 2V2

C. Todd Springer

46 Beatty Road
Ajax, Ontario L1S 1Y9

4. The objects for which the corporation is incorporated are:
Objets pour lesquels la personne morale est constituée:

A. The principal object of OSPE is to represent the interests of professional engineers in Ontario.

B. The following are additional objects of OSPE:

- (i) to encourage the application of engineering and science in Ontario;
- (ii) to provide a representative voice for professional engineers in Ontario;
- (iii) to strive to make registration as a professional engineer more meaningful in Ontario;
- (iv) to propagate and promote, through its members, the use of professional engineering services;
- (v) to assist Ontario's professional engineers to achieve and maintain the highest possible standards in the practice of professional engineering;

and such other complementary purposes not inconsistent with these objects.

5. The special provisions are/Dispositions particulières:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

(A) POWER CLAUSES

For the above objects and incidental and ancillary to those objects, to exercise any of the powers prescribed by the *Corporations Act* or by any other statute or law, from time to time applicable, except where such power is contrary to the statutes or law, and in particular, without limiting the generality of the foregoing:

Power to Accumulate:

- (a) to accumulate from time to time part of the fund or funds of the corporation and income therefrom, subject to any statutes or laws from time to time applicable;

Power to Invest:

- (b) to invest funds of the corporation in such manner as the directors may determine;

Power to Receive Personal Property:

- (c) to acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as the directors may consider advisable;

Power to Hold and Dispose of Real Property:

- (d) to acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on the corporation's activities, and when no longer so necessary, to sell, dispose of and convey the same or any part thereof;

Power to Hire:

- (e) to employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary;

Power to Co-operate with Other Organizations:

- (f) to co-operate, liaise, and contract with other organizations, institutions and agencies which carry on similar objects to that of the corporation;

Power to Co-operate with Governments:

- (g) to enter into any arrangements, agreements or contracts that are consistent with the corporation's objects with any ministries of the Government of Ontario, departments of the Government of Canada, municipal governments, local authorities or federal or provincial agencies, boards and commissions or similar authorities, that the directors consider desirable to obtain, further or carry out the objects of the corporation;

Power to Sue and Compromise Claims:

- (h) to demand and compel payment of all sums of money and claims to any real or personal property in which the corporation may have an interest and to compromise or settle any such claims and to sue and be sued;

Power to Negotiate and Issue Instruments:

- (i) to draw, make, set, endorse, execute, issue, negotiate or otherwise deal with negotiable or transferable instruments;

Incidental Powers:

- (j) to do all such acts and things which are necessary or incidental for the attainment of the objects of the corporation.

(B) DISSOLUTION

Upon the dissolution of the corporation and after the payment of all of its debts and liabilities, the remaining property of the corporation shall be distributed to a corporation without share capital in Ontario with similar objects.

(C) BORROWING POWERS

The board may:

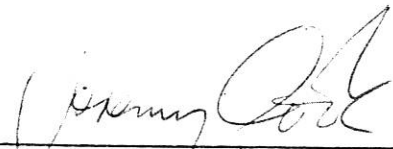
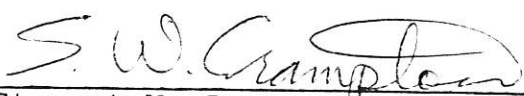
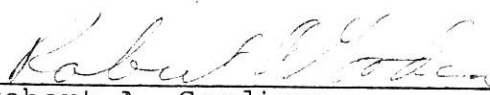
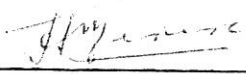
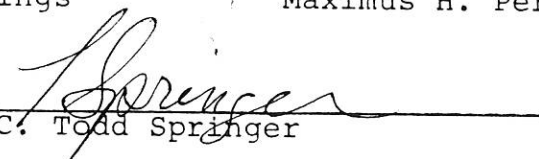
- (i) borrow money on the credit of the corporation;
- (ii) issue, sell or pledge securities of the corporation;
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the corporation;
- (iv) delegate the powers under this clause to an officer or officers of the corporation as the board considers appropriate.

6. The names and address for service of the applicants:
 Nom et prénoms et domicile élu des requérants :

Name in full, including all first, middle 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 Post-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)
Jeremy P. Cook	32 Major William Sharpe Drive Brampton, Ontario L6X 3J2
Stewart W. Crampton	9 Mill View Court Caledon East, Ontario L0N 1E0
Robert A. Goodings	294 Douglas Drive Toronto, Ontario M4W 2C2
Maximus H. Perera	383 Banbury Road North York, Ontario M2L 2V2
C. Todd Springer	46 Beatty Road Ajax, Ontario L1S 1Y9

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

Signatures of applicants/Signature des requérants

 <hr/> Jeremy P. Cook	 <hr/> Stewart W. Crampton
 <hr/> Robert A. Goodings	 <hr/> Maximus H. Perera
 <hr/> C. Todd Springer	