

SHARON HOUSE CORPORATION

BY-LAWS

[Consolidated to remove revoked text and renumber remaining articles: October 5, 2016]

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BY- LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of SHARON HOUSE CORPORATION

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE ONE - INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

(a) "Act" means The Corporations Act of Ontario and any act that may hereafter be substituted therefor, as from time to time amended;

(b) "Board" means the board of directors of the Corporation:

(c) "Corporation" means the Corporation incorporated under the Act by letters patent dated December 7, 1965 and named SHARON HOUSE CORPORATION;

(d) "letters patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

(e) "meeting of members" includes an annual meeting of members and a special meeting of members;

(f) words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO - BUSINESS OF THE CORPORATION

2.01 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the County of York, in Province of Ontario.

2.02 Corporate Seal

Until changed in accordance with the Act, the corporate seal of the Corporation shall be in the form impressed hereon.

2.03 Financial Year

Until otherwise ordered by the board, the financial year of the Corporation shall end on the last day of December in each year.

2.04 Execution of instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the president or a vice-president or a director and by the secretary or the treasurer or an assistant secretary or an assistant treasurer or another director. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

2.05 Banking arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

ARTICLE THREE - DIRECTORS

3.01 Number of directors and quorum

The affairs of the Corporation shall be managed by its board of directors. Until changed in accordance with the Act, the number of directors shall be 7 of whom 3 shall constitute a quorum for the transaction of business. Notwithstanding vacancies the remaining directors may act if constituting a quorum.

3.02 Qualification

No person shall be qualified as a director unless he shall be twenty-one or more years of age, shall at the time of his election and throughout his term of office be a member of the Corporation and shall at the time of his election be a member in good standing of The Mother Church, The First Church of Christ, Scientist, in Boston, Massachusetts and of any branch church or society thereof; provided that if a person not so qualified as a member of the Corporation is elected a director he may so qualify by becoming a member of the Corporation within ten days after the date of his election, subject to the provisions of the act.

3.03 Election and term

Elections shall take place at the annual meeting of members. The term of office is from that date to the next annual meeting. Board members are eligible for a maximum of six consecutive terms. Nominations, with the nominees' consent, must be received by the Secretary of the Board at least 24 hours prior to the annual meeting. The election may be by a show of hands or by resolution of the members unless a ballot be demanded by any member.

3.04 Vacation of office

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
- c) if he ceases to be qualified as provided in section 3.02;
- d) if by notice in writing to the Company he unconditionally resigns his office; or
- e) if he is removed pursuant to section 3.05

3.05 Removal of directors

The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of members called for the purpose, remove any director before the expiration of his term of office and may, by majority vote at that meeting, elect any person in his stead for the remainder of his term.

3.06 Vacancies

Vacancies on the board maybe filled for the remainder of its term of office either by the members at a general meeting of members called for the purpose or by the board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

3.07 Calling of meetings

Meetings of the Board shall be held from time to time at the call of the board or the president or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than 4 days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

3.08 First meeting of new board

Provided a quorum of directors be present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.09 Regular meetings

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.10 Place of meeting

Meetings of the board shall be held at the head office of the Corporation or elsewhere in Ontario or, if the board so determines or all absent directors consent, at some place outside Ontario.

3.11 Chairman

The president or, in his absence, a vice-president who is a director shall be chairman of any meeting of directors; and, if no such officer be present, the directors present shall choose one of their number to be chairman.

3.12 Votes to govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

3.13 Interest of directors in contracts

Subject to the provisions of the Act, no director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

3.14 Declaration of interest

It shall be the duty of every director of the Corporation who is in anyway, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

3.15 Remuneration

The directors shall receive no compensation, either directly or indirectly, for acting as such. The directors shall be paid such reasonable sums in respect of their out-of-pocket expenses incurred in attending board, committee or members' meetings or otherwise in respect of the performance by them of their duties as the board may from time to time determine. No confirmation by the members of any such payment shall be required.

3.16 Executive committee

Whenever the board consists of more than six directors, the board may elect from its number an executive committee consisting of not less than three, which committee shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board.

3.17 Attendance of directors

Directors of the Corporation shall be in regular attendance at meetings of the board of directors except on account of illness or unavoidable absence from the place of the meeting.

ARTICLE FOUR - OFFICERS

4.01 Election of officers

From time to time the board shall elect a president who shall be a director.

4.02 Appointment of other officers

From time to time the board shall appoint a secretary and may appoint one or more vice-presidents, a treasurer and such other officers as the board may determine. The officers so appointed may but need not be directors and one person may hold more than one office, save that the president may not hold the office of secretary.

4.03 Terms of office and remuneration

The terms of employment and remuneration of officers elected or appointed by the board shall be settled by it from time to time. The board may remove at its pleasure any officer of the Corporation without prejudice to such officer's rights under any employment contract; otherwise each officer elected or appointed by the board shall hold office until his successor is elected or appointed, except that the term of office of the president shall expire if and when he shall cease to be a director.

4.04 President

The president shall have the general management and direction, subject to the authority of the board, of the business and affairs of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the board and to settle the terms of their employment and remuneration.

4.05 Vice-president

During the absence or disability of the president, his duties shall be performed and his powers exercised by the vice-president or, if there are more than one, by the vice-presidents in order of seniority.

4.06 Secretary

The Secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to members and directors; and he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose.

4.07 Treasurer

The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safe-keeping of securities and the disbursement of the funds of the Corporation; and he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation.

4.08 Other officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.

4.09 Variation of duties

From time to time the board may vary, add to or limit the powers and duties of any officer. From time to time, the president may add to the duties of any other officer and vary or limit such additional duties.

4.10 Agents and attorneys

The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

4.11 Fidelity bonds

The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

ARTICLE FIVE - PROTECTION OF DIRECTORS AND OFFICERS

5.01 Limitation of liability

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or over-sight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default.

5.02 Indemnity

Every director and officer of the Corporation and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation; except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

ARTICLE SIX - MEMBERS

6.01 Members

Membership in the Corporation shall be limited to persons who are members or adherents of The First Church of Christ, Scientist, in Boston, Massachusetts, and of any branch church or society thereof. The membership of the Corporation shall consist of the applicants for incorporation of the Corporation and such other persons as are admitted to membership in the Corporation by resolution of the board of directors.

6.02 Membership dues

The dues payable by a member and all matters connected therewith, including the time for and manner of payment shall be determined by the directors from time to time as they see fit.

6.03 Term of membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member or adherent of The First Church of Christ, Scientist, in Boston, Massachusetts and of any branch church or society thereof or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

6.04 Resignation

A member may resign by a resignation in writing delivered to the Corporation.

6.05 Termination

Upon thirty days' notice in writing to a member of the Corporation that such member is in default of the payment of dues specifying the particulars of such default, the board may pass a resolution authorizing the removal of such defaulting member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Any such member may, on payment of all unpaid dues in default, re-apply for membership in the Corporation.

ARTICLE SEVEN - MEETINGS OF MEMBERS

7.01 Annual meetings

The annual meeting of the members shall be held at such time and on such day in each year as the board or the president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

7.02 Special meetings

The board, the president, or any two directors, shall have power to call a special meeting of members at any time.

7.03 Place of meetings

Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, pursuant to section 7.05 or if the board shall so determine, at some other place in Ontario or, if the letters patent permit, elsewhere.

7.04 Notice of meetings

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than 10 days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

7.05 Meetings without notice

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice of, or otherwise consent to, such meeting being held, and at such meeting any business maybe transacted which the Corporation at a meeting of members may transact.

7.06 Chairman, secretary and scrutineers

The president or, in his absence, a vice-president who is a director of the Corporation shall be chairman of any meeting of members; if no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman, If the secretary of the Corporation be absent, the chairman shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

7.07 Persons entitled to be present

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

7.08 Quorum

A quorum for the transaction of business at any meeting of members shall be two members present in person and each entitled to vote there-at.

7.09 Right to vote

At each meeting of members, every person shall be entitled to one vote who is at the time of the meeting entered in the books of the Corporation as a member of the Corporation; and members shall not be entitled to vote by proxy.

7.10 Votes to govern

At any meeting of members every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of the votes duly cast on the question.

7.11 Show of hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

7.12 Polls

After a show of hands has been taken on any question, the chairman may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken by secret ballot in such manner as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll every member who is present in person shall have one vote. The result of the poll shall be the decision of the members upon the said question.

7.13 Casting vote

In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to an additional or casting vote.

7.14 Adjournment

The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE EIGHT - NOTICES

8.01 Method of giving notices

Any notice (which term in this Article Eight includes any communication or document) to be given (which term in this Article Eight includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him at his last address as recorded in the books of the Corporation or if sent to him at his said address by any means of wire or wireless or any other form of transmitted or recorded communication. The secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

8.02 Computation of time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.03 Omissions and errors

The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Waiver of notice

Any member (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE NINE – DISSOLUTION

9.01 Dissolution

In the event of the dissolution or discontinuance of the Corporation howsoever and for whatever cause, all property of the Corporation, after payment of all debts, obligations and

liabilities, or after all debts, obligations and liabilities have been duly provided for or protected, or its creditors or other persons having interest in its debts, obligations or liabilities consent, shall be paid to Sharon House Trust or such other organization in Canada as is permitted by the Corporation's Letters Patent and approved by the Department of Care, The Mother Church, The First Church of Christ, Scientist, in Boston, Massachusetts.

ARTICLE TEN - AUDITS

10.01 Annual Audit

The auditor of the Corporation shall make a report to the members on the Corporation's financial statement presented to each annual meeting of members in the manner required by the Act.

BY-LAW NO. 2 – BORROWING MONEY

1. The board may, from time to time in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities, including bonds, debentures or other liabilities of the Corporation, but no invitation shall be extended to the public to subscribe for any such securities; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

2. The board may from time to time delegate to such one or more of the officers and directors of the Corporation as may be designated by the board all or any of the powers conferred by this bylaw to such extent and in such manner as the board shall determine at the time of each such delegation.

BY- LAW NO. 3 - ACTIVITIES

1. Definitions

In this by-law, "Christian Science Church" means The First Church of Christ, Scientist, in Boston, Massachusetts, and any branch church or society thereof.

2. Purpose of Corporation

The purpose of the Corporation shall be to make Christian Science nursing care available to support those seeking healing through Christian Science as set forth in the textbook, "Science and Health with Key to the Scriptures" by Mary Baker Eddy.

3. Method of Operation

All activities of the Corporation shall adhere to standards consistent with Christian Science and with the provisions of the Manual of The Mother Church, The First Church of Christ, Scientist, in Boston, Massachusetts, subject always to applicable law.

- (a) Spiritual means, that is prayer, shall be the only means employed for healing.
- (b) The nursing services provided by the Corporation shall be under the direction and supervision of a nurse listed in the current issue of The Christian Science Journal.
- (c) Such nursing services shall be provided by those with training and experience appropriate to the needs of each case.
- (d) Each permanent nursing staff member employed by the Corporation shall be a member of the Christian Science Church.

4. Application for Services

- (a) An applicant need not be a member of the Christian Science Church in order for services to be provided, but must be relying exclusively on Christian Science treatment for healing.
- (b) Application for services shall be made in writing, and approved, in the form and manner prescribed by the Board of Directors.

BY- LAW NO. 4 – ENDOWMENT FUND

An endowment fund to ensure the longevity of the Corporation (the "Fund") is hereby established upon the following terms:

1. Name

The Fund shall be known as the "Sharon House Corporation Endowment Fund".

2. Purpose

The purpose of the Fund is to support the charitable purposes of the Corporation as set out in its letters patent, as amended from time to time.

3. Income

The annual income of the Fund shall be available for use by the Corporation each year for the purpose set out in paragraph 2 above to supplement the Corporation's revenue from donations and services.

4. Capital

The initial capital of the Fund and the initial value of any additions to the Fund shall be held permanently by the Corporation, provided that capital encroachment will be permitted if approved by a resolution passed by:

- (a) a majority of the directors of the Corporation; and

(b) two-thirds (2/3) of the members of the Corporation present at a duly called meeting of the members of the Corporation, provided that the wording of any such resolution shall be included with the notice of the meeting, which shall be sent in accordance with the by-laws of the Corporation.

5. Additions

The Corporation will ensure that any additions to the Fund by donors will be subject to a written direction that the initial value of such additions will be treated as stipulated in paragraph 4 above.

6. Investment Objectives

The investment objectives of the Fund are to protect the capital value of the Fund (including the initial capital and any additions to it from time to time) by means of capital appreciation and to maximize the total return of the Fund.

7. Investment Policy

The initial capital of the Fund and the initial value of any additions to the Fund shall be invested in accordance with the investment policy of the Corporation in effect from time to time which policy shall be established by the directors of the Corporation based upon recommendations from the Fund Committee (as defined in paragraph 8 below), provided that the assets of the Fund shall not be invested in companies engaged exclusively in the business of a brewery or a distillery, or the manufacture of tobacco or pharmaceutical products.

8. Oversight

The directors of the Corporation shall establish a committee for the sole purpose of overseeing the Fund (the "Fund Committee"). The Fund Committee shall consist of three (3) members of the Corporation with financial expertise (at least one (1) of whom shall be a director of the Corporation and at least one (1) of whom shall not be a director of the Corporation). The mandate of the Fund Committee shall be:

- (a) to ensure that the investment strategy utilized by the investment manager of the Fund conforms to the investment policy of the Corporation for the Fund;
- (b) to ensure that the investment performance of the Fund meets the objectives of the Corporation; and
- (c) to approve any and all fees associated with the Fund, subject to approval by the directors of the Corporation.

9. Administration

The Fund shall be administered by a professional investment manager appointed by the directors of the Corporation based upon a recommendation of the Fund Committee.

10. Financial Reporting

The Fund Committee shall meet quarterly with the investment manager for the Fund and shall subsequently report to the directors of the Corporation.

11. Receipt of Donations

- (a) All property donated to the Fund must be recorded as such in the Corporation's books and records, including the Corporation's financial statements.
- (b) The Corporation will issue receipts for income tax purposes in respect of all donations to the Fund, unless a donor does not require a receipt.

**SPECIAL RESOLUTION NO. 1
OF THE BOARD OF DIRECTORS OF SHARON HOUSE CORPORATION**

THE Chairman submitted to the meeting the following proposed Special Resolution:
"RESOLVED as a Special Resolution of the Company that;

1. The corporation be and is hereby authorized to apply to His Honour the Lieutenant Governor of the Province of Ontario for the issue of Supplementary Letters Patent varying the provisions of the Letters Patent incorporating the Corporation by deleting the words 'nursing home or homes' in paragraph (a) thereof and by substituting therefor the words 'house or houses for the care of those relying on Christian Science for healing';
2. The directors and officers of the Corporation are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing."

UPON MOTION DULY MADE, SECONDED AND UNANIMOUSLY CARRIED the above Special Resolution was enacted and passed.

UPON MOTION DULY MADE, SECONDED AND UNANIMOUSLY CARRIED it was resolved that this Special Resolution be submitted to the members of the Corporation for approval at a special meeting called for that purpose.