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Ministry of
Consumer and
Ontario 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

SEPTEMBER 15 SEPTEMBRE, 2000

Minister of Consumer
and Commercial Relations

Le Ministre de la
Consommation et du Commerce

per/par

Director(A) / Directrice intérimaire

APPROVED AS A CHARITY – PGT
OEUVRE DE BIENFAISANCE APPROUVÉE – TCP

Form 2
Corporations
Act

Formule 2
Loi sur les
personnes
morales

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

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

S	P	I	R	I	T	U	A	L		H	E	R	I	T	A	G	E		E	D	U	C	A	T	I	O	N		N
E	T	W	O	R	K			I	N	C	.																		

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

408 TAMARACK DRIVE

(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)

WATERLOO, ONTARIO

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(Name of Municipality)
(Nom de la municipalité)

(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

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

Adresse personnelle 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)

Shiv Datt Talwar

408 Tamarack Drive, Waterloo, ON N2L 4G6

James David Leslie

203 Mohawk Avenue, Waterloo, ON N2L 2T4

Rajendra Narain Dubey

399 Shallmar Court, Waterloo, ON N2K 2G6

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

1. To promote education, research and dialogue of all religions and in the spiritual heritage of humankind on the Internet.
2. To organize, promote, and provide down-loadable material, dialogues, chat and discussion sessions, and the like in a focussed and disciplined manner with respect to spirituality and religion.
3. To provide a library of spiritual heritage literature including Commentaries and interpretations of heritage literature in English and other popular languages, publications, novels, plays, stories, and anecdotes based on truth or fiction exemplifying spiritual principles in life for scholars and research workers at universities, research centres, and institutions of higher learning.
4. To host public essay competitions from youth to promote spiritual living and spiritual development;
5. To provide syllabi and educational material for courses on spiritual and ethical education in primary schools, high schools, colleges, and universities.
6. To deliver courses on spirituality and ethics at different levels on the Internet in distance education mode.
7. To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, for charitable organizations, and in particular for charitable organizations or purposes as follows:
 - (a) to provide bursaries and scholarships to deserving students in accordance with the Corporation's policies and practices governing such disbursements;
and
 - (b) to institute Chairs at universities to promote education in spirituality.

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.

Statutory Powers

- (i) 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 including:

Power to Receive Material

- (ii) To receive material from volunteer contributors world wide with respect to all religions and spiritual heritage and to direct it through an editorial process before acceptance for publication on the Internet.

Power to Provide Material

- (iii) To provide audio, video and other material illustrating spiritual principles and ethical conduct in life related to business, commerce, scientific, and technological activities;

Power to Accumulate

- (iv) 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

- (v) To invest the funds of the corporation in such manner as determined by the directors, and in making such investments the Directors shall not be subject to the *Trustee Act*, but provided that such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;

Power to Solicit Donations and Grants

- (vi) To solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;

Power to Receive Personal Property

- (vii) 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 may be considered advisable;

Power to Hold and Dispose of Real Property

- (viii) 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 its charitable undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;

Power to Hire

- (ix) 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, provided that the corporation shall not pay any remuneration to a Director in any capacity whatsoever;

Power to Cooperate with any Other Organizations

- (x) To cooperate, liaise, and contract with other organizations, institutions or agencies which carry on similar objects to that of the corporation;

Power to Participate in the Reorganization of a Company

- (xi) To take up proportions of any increased capital of a company or corporation in which the corporation may at any time hold shares or obligations; to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganization or for the sale of assets of any company or corporation, or part thereof; to enter into any pooling or other agreement in connection with the shares or obligations of a company or corporation held by the corporation; and to give consent to the creation of any mortgage, lien or indebtedness of any company or corporation whose shares or obligations are held by the corporation provided, however, that all of the foregoing is subject to the provisions of the *Charitable Gifts Act*;

Power to Sue and Compromise Claims

- (xii) 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 any such claims, and generally to sue and be sued in its corporate name;

Power to Issue Cheques

- (xiii) To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments;

Power to Pay Costs of Incorporation

- (xiv) To pay all costs and expenses of, or incidental to, the incorporation.

No Gain for Members

- (xv) 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.

Charities Accounting Act and Charitable Gifts Act

- (xvi) The corporation shall be subject to the *Charities Accounting Act* and the *Charitable Gifts Act*.
- (xvii) If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the *Charities Accounting Act* or the *Charitable Gifts Act*, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient case for the Lieutenant Governor to make an Order under subsection 317(1) of the *Corporations Act* to cancel the Letters Patent of the corporation and declare it to be dissolved.

Borrowing Power

- (xviii) The borrowing power of the 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 corporation shall not be so limited if it borrows on the security of real or personal property.

Distribution upon Dissolution

- (xix) Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

Power to Promote Unity in Diversity

- (xx) To promote the spiritual concept of “unity in diversity”.

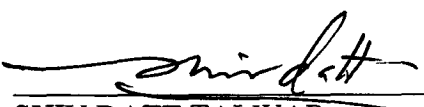

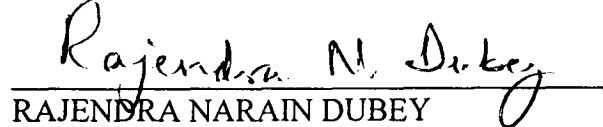
6. The names and residence addresses of the applicants:
Nom et prénoms et adresse personnelle des requérants :

4.

Name in full, including all first, middle names Nom et prénoms au complet	Residence address, giving Street & No., or R.R., No. or Lot & Concession No., or Lot & Plan No., and Postal Code (Post Office Box No. not acceptable) Adresse personnelle 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)
Shiv Datt Talwar	408 Tamarack Drive, Waterloo, ON N2L 4G6
James David Leslie	203 Mohawk Avenue, Waterloo, ON N2L 2T4
Rajendra Narain Dubey	399 Shallmar Court, Waterloo, ON N2K 2G6

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

Signatures of applicants/Signature des requérants

 _____ SHIV DATT TALWAR
 _____ JAMES DAVID LESLIE
 _____ RAJENDRA NARAIN DUBEY



Ministry of
Consumer and
Ontario Business Services

Ministère des Services
aux consommateurs
et aux entreprises

These Supplementary Letters Patent
amend the corporation's Letters
Patent or prior Supplementary Letters
Patent, as the case may be, dated this

Les présentes lettres patentes supplémentaires
modifient les lettres patentes de la société ou
toutes autres lettres patentes supplémentaires
précédentes, selon le cas, en date du

JANUARY 24 JANVIER, 2003

Minister of Consumer
and Business Services

Le Ministre des Services
aux consommateurs et aux entreprises

per/par

[Signature]
Director(A) / Directrice intérimaire

APPROVED AS A CHARITY -- PGT
OEUVRE DE BIENFAISANCE APPROUVÉE -- TCP

Form §3
Corporations
Act

Formule §3
Loi sur les
personnes
morales

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLÉMENTAIRES

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

S	P	I	R	I	T	U	A	L		H	E	R	I	T	A	G	E		E	D	U	C	A	T	I	O	N		N
E	T	W	O	R	K					I	N	C	.																

2. The name of the corporation is changed to
(if applicable):

La dénomination sociale de la personne morale devient
(le cas échéant) :

15 SEPTEMBER 2000

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :

Day/jour Month/Mois Year/Année

4. The resolution authorizing this application was confirmed by the shareholders/members of the corporation
on
La résolution autorisant la présente requête a été ratifiée par les actionnaires ou membres de la personne
morale :

10 DECEMBER 2002

Day/jour Month/Mois Year/Année

under section 34 or 131 of the Corporations Act.
aux termes de l'article 34 ou 131 de la Loi sur les personnes morales.

5. The corporation applies for the issue of supplementary letters patent to provide as follows:
La personne morale demande la délivrance de lettres patentes supplémentaires qui prévoient ce qui suit :

5. (cont.)(suite)

RESOLVED THAT the corporation apply for Supplementary Letters Patent to amend the objects for which the corporation is incorporated to read as follows:

1. To educate the public about the spiritual heritage of humankind by providing courses, seminars, lectures, and conferences; and to engage in conducting related research.
2. To provide a library of spiritual heritage literature including commentaries and interpretations of heritage literature in English and other popular languages, publications, novels, plays, stories and anecdotes based on truth or fiction exemplifying spiritual principles in life for scholars and research workers at universities, research centres, and institutions of higher learning.
3. To host public-essay competitions in the area of the spiritual heritage of humankind.
4. To provide syllabi and educational material for courses on spiritual and ethical education in primary schools, high schools, colleges, and universities.
5. To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, for the purpose of covering the costs associated with carrying out the preceding objectives of the corporation.
6. To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, for the purposes of providing bursaries and scholarships to deserving students in accordance with the Corporation's policies and practices governing such disbursements.
7. To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, for the purposes of instituting chairs at universities in the field of the spiritual heritage of humankind.

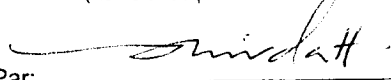
This application is executed in duplicate/La présente requête est faite en double exemplaire.

SPIRITUAL HERITAGE EDUCATION NETWORK INC.

(Name of Corporation/Dénomination sociale de la personne morale)

(corporate seal)
(sceau de la
personne morale)

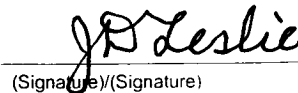
By/Par:



PRESIDENT

(Signature)/(Signature)

(Description of Office)/(Fonction)



SECRETARY

(Signature)/(Signature)

(Description of Office)/(Fonction)