

SEP 24 1998

PROVINCE OF SASKATCHEWAN

THE NON-PROFIT CORPORATIONS ACT, 1995

CORPORATIONS
BRANCH

FORM 1

ARTICLES OF INCORPORATION

(Section 6)

1. Name of Corporation: **RICHARD LARSEN BARR COLONY FOUNDATION INC.**
2. The municipality in which the registered office is to be situated:
City of Lloydminster
3. The Classes of Membership:
There shall be only one class of membership entitling each member to one vote at meetings of the membership.
4. Right, if any, to transfer membership interest:
There shall be no right to transfer a membership interest.
5. Number (or minimum and maximum number) of Directors:
Minimum of 3, Maximum of 12.
6. The corporation is a charitable corporation.
7. Restrictions, if any, on activities the corporation may carry on or on the powers the corporation may exercise:

The corporation's activities shall be carried on without purpose of gain for its members and any profits or other accretions in the corporation shall be used in assisting the mission of the Barr Colony Heritage Cultural Centre Board, in promoting the growth and development of the Barr Colony Heritage Cultural Centre in the City of Lloydminster, in the Province of Saskatchewan, as a museum, public art gallery, and community centre for the preservation of arts, culture and history.

In furtherance of achieving these objects, the corporation may:

- a) promote, organize and carry out fund raising campaigns;
 - b) solicit, acquire, accept or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property and to these ends, the corporation may enter into and carry out agreements, contracts and undertakings incidental thereto;
 - c) invest and re-invest any moneys of the corporation not immediately required for the objects of the corporation;
 - d) if not in contravention of an express term of the donation under which it be received, the corporation may convert any property at any time and from time to time received or held by the corporation into any other form of property and for such purposes may sell, dispose of, assign, transfer, lease or exchange the same.
8. Persons to whom remaining property is to be distributed in the course of liquidation and dissolution of the corporation:

In the event of the liquidation or dissolution of the corporation, the remaining property of the corporation shall be transferred by a special resolution of the members to such other charitable organization that has been granted tax exempt status by Revenue Canada as a charity (or a Canadian Municipality that is thereby tax exempt), that carries on or intends to carry on operations and activities similar to those of the corporation.

9. Other provisions:

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties and may be paid a reasonable salary or fee for the performance of assigned responsibilities as an employee or agent of the corporation.

10. Incorporators:

WILLIAM KONDRO	3710 - 57B Avenue Lloydminster, AB T9V 2N8	 _____ (signature)
VICTOR JUBA	4110 - 53 Avenue Lloydminster, AB T9V 1R2	 _____ (signature)
RICHARD ARIE	5508-39 Street Lloydminster, AB T9V 1J9	 _____ (signature)