



2014-04-03

Corporations Canada
9th floor, Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Corporations Canada
9e étage, Tour Jean-Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

BLUMBERG SEGAL LLP
MARK BLUMBERG
390 BAY ST
SUITE 1202
TORONTO ON M5H 2Y2
Canada

Corporation Number: **830502-1**
Numéro de l'organisation :

Request Received: **2014-03-31**
Date de réception de la demande :

Request ID: **6712311**
Numéro de la demande :

Your Reference:
Votre référence :

Please find enclosed the **Restated Certificate of Incorporation** issued under the *Canada Not-for-profit Corporations Act* (NFP Act) for **TNC Canada**. Please ensure that these documents are kept with the corporate records.

The issuance of this certificate will be listed in the next Corporations Canada's online Monthly Transactions report. You can access the report on the Corporations Canada website.

Please ensure that the corporation is aware of its ongoing reporting obligations by referring to the pamphlet, "Your Reporting Obligations under the *Canada Not-for-profit Corporations Act*", enclosed or available on our website.

If you require additional information, please visit our website or contact Corporations Canada.

Vous trouverez ci-joint le **certificat de constitution à jour** émis en vertu de la *Loi canadienne sur les organisations à but non lucratif* (Loi BNL) relativement à **TNC Canada**. Veuillez vous assurer de les conserver avec les livres de l'organisation.

L'émission de ce certificat sera publiée dans le prochain rapport électronique des transactions mensuelles de Corporations Canada. Vous pouvez consulter le rapport dans le site Web de Corporations Canada.

Veuillez vous assurer que l'organisation est informée de ses obligations de déclaration. Vous pouvez consulter la brochure « Vos obligations de déclaration en vertu de la *Loi canadienne sur les organisations à but non lucratif* », incluse ou disponible dans notre site Web.

Pour de plus amples renseignements, veuillez visiter notre site Web ou communiquer avec Corporations Canada.



**Restated Certificate of
Incorporation**

Canada Not-for-profit Corporations Act

**Certificat de constitution à
jour**

*Loi canadienne sur les organisations à but non
lucratif*

TNC Canada

Corporate name / Dénomination de l'organisation

830502-1

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the articles of incorporation of the above-named corporation were restated under section 203 of the *Canada Not-for-profit Corporations Act* as set out in the attached restated articles of incorporation.

JE CERTIFIE que les statuts constitutifs de l'organisation susmentionnée ont été mis à jour en vertu de l'article 203 de la *Loi canadienne sur les organisations à but non lucratif*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

Virginie Ethier

Director / Directeur

2014-03-18

Date of Restatement (YYYY-MM-DD)
Date de constitution à jour (AAAA-MM-JJ)



Canada Not-for-profit Corporations Act (NFP Act)
Form 4007
Restated Articles of Incorporation

1 - Corporate name

TNC Canada

2 - Corporation number

8, 3, 0, 5, 0, 2, -, 1

3 - The province or territory in Canada where the registered office is situated

Ontario

4 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

3

Maximum number

20

5 - Statement of the purpose of the corporation

Please see attached Schedule "A".

6 - Restrictions on the activities that the corporation may carry on, if any

None.

**Canada Not-for-profit Corporations Act (NFP Act)
Form 4007
Restated Articles of Incorporation**

7 - The classes, or regional or other groups, of members that the corporation is authorized to establish

The corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation.

8 - Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the corporation after the discharge of any liabilities of the corporation, other than property referred to in Section 234 of the Not-For-Profit Corporation Act, shall be distributed to one or more qualified donees, within the meaning of subsection 248(1) of the Income Tax Act, as the members shall determine.

9 - Additional provisions, if any

Please see attached Schedule "B".

10 - Declaration

I hereby certify that I am a director or authorized officer of the corporation and that these restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Signature:



Print name: Stephen C. Howell

Phone Number: (703) 841-5316

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

Form 4007 – Restated Articles of Incorporation

Schedule “A”

TNC Canada

5) Statement of the purpose of the Corporation:

The purposes of the Corporation are:

- A) To protect the environment for the benefit of the public by organizing and participating in conservation projects that preserve and protect lands, waters, plants, animals, and natural communities in Canada and elsewhere for the benefit of the public;
- B) To protect the environment for the benefit of the public by conserving ecosystems and biodiversity through saving, supporting, protecting, or assisting stressed or endangered forms of life, including plant and animal life;
- C) To support the establishment, protection and management of parks, natural areas, nature reserves and protected areas for the benefit of the public;
- D) To advance education by offering courses, workshops, meetings, training and internships on nature conservation to youth, educators and conservation practitioners;
- E) To advance conservation science and education through research, mapping, investigation and monitoring and making the results publicly available; and
- F) To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).

Form 4007 – Restated Articles of Incorporation

Schedule “B”

TNC Canada

9) Additional provisions, if any:

- A. 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 furtherance of its purposes.
- B. The corporation is organized, and shall be operated, exclusively for such charitable purposes as may qualify it as a Canadian registered charitable organization under the Income Tax Act.
- C. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties.
- D. Any vacancy on the board of directors shall only be filled by a vote of the members.
- E. A vacancy in the office of public accountant shall only be filled by a vote of the members.
- F. Subject to compliance with section 159 of the Canada Not-for-profit Corporations Act, meetings of the members may be held at any place within Canada or the United States of America determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada or the United States of America.