



Ministry of
Consumer and
Commercial
Relations

Letters Patent

Ontario Corporation
Number
460476

WHEREAS an application has been filed to incorporate a corporation without share capital under the name

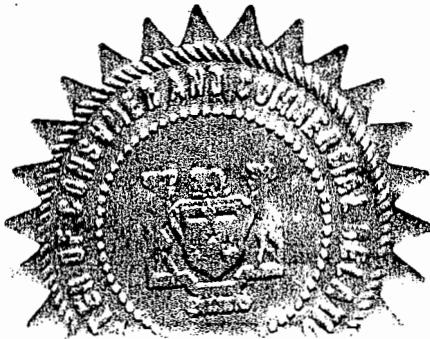
BETH OLOTH CHARITABLE ORGANIZATION

AND WHEREAS the Minister of Consumer and Commercial Relations is the member of the Executive Council to whom the administration of The Corporations Act is assigned.

THEREFORE I, by virtue of the aforesaid powers vested in me, do by these Letters Patent issue a charter constituting the applicants named in the application which is attached hereto and which forms part of these Letters Patent, and any other persons who become members of the corporation hereby created, a corporation without share capital in accordance with the provisions of the said Act.

AND IT IS HEREBY ORDAINED AND DECLARED that the Letters Patent shall also contain and be subject to the following terms, conditions and provisions:

- (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 promoting its objects;
- (b) The corporation shall be subject to The Charities Accounting Act, The Charitable Gifts Act and The Mortmain and Charitable Uses Act;
- (c) The directors shall serve as such 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;
- (d) The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 60 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;
- (e) Upon the dissolution of the corporation and after the payment of all debts and liabilities; its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada;
- (f) If it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the Corporation has failed to comply with any of the provisions of The Charities Accounting Act, The Charitable Gifts Act or The Mortmain and Charitable Uses Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor, in his discretion, to make an order under section 347 (1) of The Corporations Act to cancel the Letters Patent of the Corporation and declare it to be dissolved.



Given under my hand and seal of office at the City of

Toronto in the said Province of Ontario this 29th day

of October

19 80 A.D.

APPLICATION FOR INCORPORATION OF A
CORPORATION WITHOUT SHARE CAPITAL

TO THE LIEUTENANT GOVERNOR OF ONTARIO

YITZCHOK KERZNER

OF THE [REDACTED] OF [REDACTED]

(county or district)

BERNICE KERZNER

OF THE [REDACTED] OF [REDACTED]

(calling)

DAVID KERZNER

(county or district)

(calling)

OF THE [REDACTED] OF [REDACTED]

(county or district)

(calling)

(names in full)

IN THE [REDACTED] OF [REDACTED] (calling)

(county or district)

(calling)

OF THE [REDACTED] OF [REDACTED]

(names in full)

IN THE [REDACTED] OF [REDACTED] (calling)

(county or district)

(calling)

OF THE [REDACTED] OF [REDACTED]

(names in full)

IN THE [REDACTED] OF [REDACTED] (calling)

(county or district)

(calling)

OF THE [REDACTED] OF [REDACTED]

(names in full)

IN THE [REDACTED] OF [REDACTED] (calling)

(county or district)

(calling)

OF THE [REDACTED] OF [REDACTED]

(names in full)

IN THE [REDACTED] OF [REDACTED] (calling)

(county or district)

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OF THE [REDACTED] OF [REDACTED]

(names in full)

IN THE [REDACTED] OF [REDACTED] (calling)

(county or district)

(calling)

OF THE [REDACTED] OF [REDACTED]

(names in full)

IN THE [REDACTED] OF [REDACTED] (calling)

(county or district)

(calling)

OF THE [REDACTED] OF [REDACTED]

(names in full)

WE, THE APPLICANTS, HEREBY APPLY TO YOUR HONOUR TO ISSUE, BY LETTERS PATENT, A CHARTER UNDER THE CORPORATIONS ACT CONSTITUTING US AND ANY OTHERS WHO BECOME MEMBERS OF THE CORPORATION WITHOUT SHARE CAPITAL THEREBY CREATED A CORPORATION WITHOUT SHARE CAPITAL AND IN SUPPORT THEREOF STATE THE FOLLOWING:

1. EACH OF THE APPLICANTS IS EIGHTEEN OR MORE YEARS OF AGE.

*2. THE NAME OF THE CORPORATION TO BE INCORPORATED IS [REDACTED]

BETH OLOTH CHARITABLE ORGANIZATION

3. THE OBJECTS FOR WHICH THE CORPORATION IS TO BE INCORPORATED ARE

Subject to the Charitable Gifts Act and The Mortmain and Charitable
Uses Act.

(a) To stimulate interest in providing higher Jewish education and
Jewish religious training for the perpetuation of the Jewish religion
and the training of teachers of Jewish religion;

(b) to pursue, develop and advance Jewish religious scholarship,
literature and philosophy and for this purpose to commission
authors and scholars to write articles, monographs and books on the
subjects of bible interpretation, Jewish religious philosophy,
Jewish religious law and all other topics which, in the opinion of
the directors, will aid in the advancement of the Jewish religion
and culture, to provide awards, grants and prizes to authors and
scholars who write works on the aforementioned subjects; to acquire
and maintain and aid in acquiring and maintaining research and
library facilities for the use of scholars and authors who write
works on the aforementioned subjects; to publish and aid in the
publishing of books and monographs in the aforementioned subjects;
to organize, finance, operate and participate in the organization,
financing or operation of scholarly and other journals and
periodicals which publish articles on the aforementioned subjects;

(c) to promote and distribute the said books, monographs and
journals to universities, schools, institutions and other scholars
and students of Jewish religion, literature and philosophy;

(d) to establish and maintain a library and circulate, sell or give
away books and periodicals in the advancement of its purposes;

(e) to receive, acquire and hold gifts, donations, devises and
bequests and to collect money from the public and to receive gifts

(Contd on next page)

4. THE HEAD OFFICE OF THE CORPORATION IS TO BE SITUATE

OF

(status of municipality)

(name of municipality)

IN THE

(county or district)

OF

IN THE PROVINCE OF ONTARIO.

and legacies to be used for the foregoing objects;

(f) upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada;

(g) the directors shall serve as such 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.

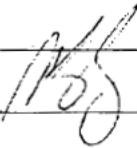
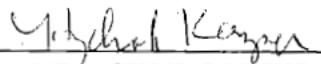
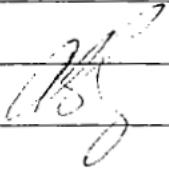
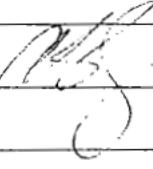
5. THE NAMES OF THE APPLICANTS WHO ARE TO BE THE FIRST DIRECTORS OF THE CORPORATION ARE

RESIDENCE
ADDRESS
GIVING
STREET
AND
NUMBER

YITZCHOK KERZNER
BERNICE KERZNER
DAVID KERZNER

**

DATED THIS 18th DAY OF September, 1980.

SIGNATURE OF WITNESS	SIGNATURES OF APPLICANTS
	 YITZCHOK KERZNER
	 BERNICE KERZNER
	 DAVID KERZNER

*SECTION 9 OF THE ACT IS AS FOLLOWS:

9. ON AN APPLICATION FOR LETTERS PATENT, SUPPLEMENTARY LETTERS PATENT OR AN ORDER, THE LIEUTENANT GOVERNOR MAY GIVE THE CORPORATION A NAME DIFFERENT FROM ITS PROPOSED OR EXISTING NAME, MAY VARY THE OBJECTS OR OTHER PROVISIONS OF THE APPLICATION AND MAY IMPOSE SUCH CONDITIONS AS HE DEEMS PROPER.

**SUBSECTION 10F SECTION 127 OF THE ACT IS AS FOLLOWS:

127 (1). A CORPORATION, EXCEPT A CORPORATION TO WHICH PART V OR VI APPLIES, 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 AND THE LETTERS PATENT SHALL SO PROVIDE, AND WHERE A COMPANY IS CONVERTED INTO A CORPORATION, THE SUPPLEMENTARY LETTERS PATENT SHALL SO PROVIDE.

GENERAL BY-LAW FOR CORPORATION WITHOUT SHARE CAPITAL

BY-LAW NO. 1

A by-law relating generally to
the conduct and affairs of BETH

OLOTH CHARITABLE ORGANIZATION

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law
of BETH OLOTH CHARITABLE ORGANIZATION
(hereinafter called the "Corporation") as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the
[REDACTED] [REDACTED]

[REDACTED] (subject to change by special resolution) and at
such place within the [REDACTED] where the head
office is from time to time situate as the directors of the
Corporation may from time to time by resolution fix.

SEAL

2. The seal, an impression hereof is stamped in the
margin hereof, shall be the seal of the Corporation.

MEMBERS

3. Individuals over the age of eighteen (18) years
may be admitted or re-admitted to membership in the Corporation
from time to time by resolution of the board of directors as
members or as ex-officio members.

4. An ex officio member of the Corporation shall have the rights and privileges of a member unless otherwise stated in this by-law or any amendment thereto.

5. 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 by resignation or otherwise in accordance with the by-laws of the Corporation. Any member may resign from membership upon notice in writing to the Corporation.

DIRECTORS

6. The affairs of the Corporation shall be managed by the board of directors who may be known and referred to as Trustees and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members.

7. A director shall be eighteen (18) or more years of age and, subject to the provisions of Section 316 of The Corporations Act (Ontario), shall be a member of the Corporation.

8. The directors' term of office shall, subject to the provisions, if any, of the letters patent or supplementary letters patent of the Corporation, be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed.

9. The office of a director of the Corporation shall be vacated

(i) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent.

(ii) if he is found to be a lunatic or becomes of unsound mind.

(iii) if he is convicted of any criminal act.

(iv) if by notice in writing to the Corporation he resigns his office.

10. The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

11. 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 or reimbursed for reasonable expenses incurred by him in the performance of his duties.

MEETINGS OF DIRECTORS

12. Meetings of the board of directors and of the executive committee (if any) may be held either at the head

office or at any other place within or outside of Ontario. A meeting of directors may be convened by the Chairman of the board of directors, the President or a Vice-President or any two directors at any time and the Secretary by direction of any such officer or any two directors shall convene a meeting of directors. Notice of any such meeting shall be delivered or mailed or telegraphed or cabled to each director not less than two (2) days (exclusive of the day on which the notice is delivered or mailed or telegraphed or cabled but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.

For the first meeting of the board of directors held immediately following the election of directors at a general meeting of the members no notice shall be necessary in order legally to constitute the meeting, provided that a quorum of the directors be present. For a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed director.

13. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an

equality of votes the chairman of the meeting, in addition to his original vote, shall have a second or casting vote.

PROTECTION OF DIRECTORS

14. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their 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 which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which 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 or in respect of any such liability;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

No director or officer for the time being 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 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 of directors 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or his own wilful default.

MEETINGS OF MEMBERS

15. Subject to compliance with Section 323 of The Corporations Act (Ontario), the annual meeting of the members shall be held in each year at such place within Ontario, on such day and at such time as the directors may by resolution determine. At each annual meeting there shall be presented a report of the activities of the Corporation for the previous year, a financial statement of the Corporation, the auditors' report thereon and such other information or material relating to the Corporation's affairs as, in the opinion of the directors, is of interest or importance.

16. Other meetings of the members may be convened by order of the Chairman of the board of directors, the President or a Vice-President or by the board of directors for any date and time and at any place within Ontario.

NOTICE OF MEETINGS OF MEMBERS

17. A printed, written or typewritten notice of a meeting of members, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be delivered or sent through the post, postage prepaid, at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting to each member at his address as it appears on the books of the Corporation and if no address is given therein then to the last address of such member known to the Secretary; provided always that a meeting of members may be held for any purpose on any date and at any time and at any place within Ontario, without notice, if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.

18. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

VOTING AT MEETINGS OF MEMBERS

19. Every question submitted to any meeting of members shall be decided by a majority of votes and in case of an equality of votes the chairman shall have a second or casting vote.

At any meeting unless a poll is demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

In the absence of the Chairman of the board of directors, the President and every Vice-President the members present shall choose another director as chairman and if no director is present or if all the directors present decline to act as chairman the members present shall choose one of their number to be chairman.

If at any meeting a poll is taken on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

The chairman may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may

be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

QUORUM FOR MEETINGS OF MEMBERS

20. The presence of two members in person shall be a quorum of any meeting of members for the choice of a chairman and the adjournment of the meeting; for all other purposes the presence of five of the members in person shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

OFFICERS

21. The board of directors shall annually or oftener as may be required elect a President and appoint a Secretary and, if so authorized by a special resolution, may also elect a Chairman of the board of directors. The board if deemed advisable may also appoint annually or oftener as may be required one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. None of the said officers except the Chairman of the board of directors and the President need be a member of the board of directors. Any two of the aforesaid offices except those of the President and Vice-President may be held

by the same person. If and when the same person holds the offices of Secretary and Treasurer he may but need not be known as the Secretary-Treasurer. The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the directors.

22. The directors may fix the remuneration (if any) to be paid to officers of the Corporation who are not directors. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the board of directors at any time with or without cause.

23. In case of the absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being, provided that a majority of the board of directors concur therein.

24. Subject to the provisions of any special resolution providing for the election of a Chairman of the board of directors, the President shall, if present, preside at all meetings of the directors and members; he shall sign all instruments which require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the directors.

25. The Vice-President or, if more than one, the Vice-Presidents in order of seniority shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President(s) shall have such powers and duties as may from time to time be assigned to him or them by the directors.

26. The Secretary shall, when present, act as secretary of all meetings, shall have charge of the minute books of the Corporation and the documents and registers referred to in Section 330 of The Corporations Act (Ontario) and shall perform such other duties as the directors require of him.

27. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct and shall perform such other duties as the directors require of him. He may be required to give such bond for the faithful performance of his duties as the board of directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

28. The board of directors may from time to time appoint an Executive Director and may delegate to him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board of directors or by the members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the board of directors of the Corporation. He shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

29. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise the directors may by resolution elect or appoint a person to fill such vacancy.

COMMITTEES

30. (1) The board of directors may from time to time as deemed necessary appoint committees consisting of such number of directors as may be deemed desirable and may prescribe their duties.

(2) Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the board of

directors, two members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

VOTING SHARES AND SECURITIES

31. All shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stock holders or holders of other securities (as the case may be) of such person or persons as the board of directors of the Corporation shall from time to time determine.

CUSTODY OF SECURITIES

32. All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the board of directors.

CHEQUES, DRAFTS AND NOTES

33. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or

persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate.

EXECUTION OF INSTRUMENTS

34. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the Chairman of the board of directors, the President or a Vice-President together with the Secretary or the Treasurer or by any two directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

The seal of the Corporation may when required to be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements,

releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing (i) the Chairman of the board of directors, the President or a Vice-President together with the Secretary or the Treasurer or (ii) any two directors shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

FISCAL YEAR

35. The first fiscal period of the Corporation shall terminate on the 30th day of September, 1981 and thereafter the fiscal year of the Corporation shall terminate on the 30th day of September in each year or on such other date as the directors shall by resolution from time to time determine.

INTERPRETATION

36. In all by-laws of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine.

DATED this 29th day of October, 1980.

WITNESS the seal of the Corporation.

Yvonne Kezun
President

Bernice Kezun
Secretary