

WILDER WILDER & LANGTRY

BARRISTERS & SOLICITORS

JOSEPH J. WILDER, B.A., LL.B., Q.C.
DOUGLAS J. JOHNSTON, B.A. (Hons.), B.J. (Hons.), LL.B.
MATTHEW P. MARUCA, B.A., LL.B.

SAMUEL I. WILDER, B.A., LL.B., Q.C.
DAVID M. BRADLEY, LL.B.
PAUL R. HESSE, B.A. (Hons.), B.C.L., LL.B.

CHRISTOPHER FULTZ, B.A., LL.B.
TIMOTHY J. LACH, B.A., B.Sc., LL.B.
Professional Law Corporation

ESTABLISHED 1967

**STRICTLY CONFIDENTIAL
VIA DELIVERY**

May 1, 2007

Ms. Judy Dikkema
79 Celtic Bay
Winnipeg, Manitoba
R3T 2W8

Ms. Lisa Janke
122 Palliser Avenue
Winnipeg, Manitoba
R3J 2R9

Ms. Marlene Reguly
143 Seine Street
Winnipeg, Manitoba
R2H 2T9

Dear Ms. Dikkema, Ms. Janke and Ms. Reguly:

Re: Incorporation of Lutheran Urban Ministry Corporation

Further in this matter, we are pleased to advise that Lutheran Urban Ministry Corporation has been successfully incorporated at the Manitoba Companies Office.

Accordingly, please find enclosed copies of the following documents for your attention:

1. Certificate and Articles of Incorporation of Lutheran Urban Ministry Corporation, effective as of the 17th day of April, 2007;
2. Letter to Lutheran Urban Ministry Corporation from the Manitoba Companies Office dated as of the 26th day of April, 2007, containing its Business Number (please ensure that your accountant receives a copy of same); and,
3. Letter from Canada Customs and Revenue Agency to Lutheran Urban Ministry Corporation, dated as of the 30th day of April, 2007 (please ensure that your accountant receives a copy of same as well).

As discussed, we will now move on to the next stages of this matter.

1500 Richardson Building, 1 Lombard Place, Winnipeg, Manitoba R3B 0X3
Telephone: (204) 947-1456 Fax: (204) 957-1368 E-mail: admin@wilderwilder.com
www.wilderwilder.com

2

Should you have any questions or comments at this point, please do not hesitate to contact me directly to discuss them.

Yours very truly,

WILDER WILDER & LANGTRY

Per: 

CHRISTOPHER FULTZ

CF/sa

Enclosures



The Corporations Act /
Loi sur les corporations

CERTIFICATE / CERTIFICAT
ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE

COPY

1.7 APR AVR 2007


DIRECTOR/DIRECTEUR

1. Name of Corporation

LUTHERAN URBAN MINISTRY CORPORATION

2. The address in full of the registered office (include postal code)

1500 - One Lombard Place
Winnipeg, Manitoba
R3B 0X3

3. Number (or minimum and maximum number) of directors

Such number as may from time to time be designated by resolution of the Directors, provided that the minimum number of directors shall be three (3), and the maximum number shall be fifteen (15).

4. First directors

Name in full	Address in full (include postal code)
Judy Dikkema	79 Celtic Bay, Winnipeg, MB R3T 2W8
Lisa Janke	122 Palliser Avenue, Winnipeg, MB R3J 2R9
Marlene Reguly	143 Seine Street, Winnipeg, MB R2H 2T9

5. The undertaking of the corporation is restricted to the following

See Schedule "A" attached hereto and forming a part hereof.

6. Other provisions, if any

See Schedule "B" attached hereto and forming a part hereof.

7. The corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking.

8. Each first director named herein becomes a member of the corporation upon incorporation.

9. Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain.

Not Applicable.

10. I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead./

11. Incorporators

Name in full	Address in full (include postal code)	Signature
Judy Dikkema	79 Celtic Bay, Winnipeg, MB R3T 2W8	<i>Judy Dikkema</i>
Lisa Janke	122 Palliser Avenue, Winnipeg, MB R3J 2R9	<i>Lisa Janke</i>
Marlene Reguly	143 Seine Street, Winnipeg, MB R2H 2T9	<i>Marlene Reguly</i>

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. A minimum of three directors is required for incorporation. State full civic address in paragraphs 2, 4 and 11 - a P.O. box number alone is not acceptable.

OFFICE USE ONLY	
Corporation Number:	5455 538
Business Number:	85198 8592 me 0001

SCHEDULE "A" TO ARTICLE 5 OF THE ARTICLES OF INCORPORATION
OF
LUTHERAN URBAN MINISTRY CORPORATION
(THE "CORPORATION")

RESTRICTIONS UPON UNDERTAKING:

The undertaking of the Corporation is restricted to the following purposes only:

Subject to The Corporations Act (Manitoba), as amended or re-enacted, (hereinafter referred to as the "Act") and to all other applicable law;

(a) To establish, develop, finance, operate, support, administer and maintain the activities, programs, projects, relationships and business, which in the opinion of the Directors of the Corporation (hereinafter referred to as the "Directors") will:

(i) Meet those needs of the individuals and families forming the community commonly known as the "inner city" community within The City of Winnipeg, in the Province of Manitoba, Canada, generally bounded and defined by Balmoral and Arlington Streets, and by Portage and Notre Dame Avenues, and such adjacent or nearby areas of the said City as the needs of such individuals and families may from time to time dictate, which needs fall within the parameters of clauses (a)(ii), (iii), (iv) and (v) below;

(ii) Relieve those of such individuals and families who are suffering from poverty from the effects of such poverty;

(iii) Assist those of such individuals and families who are dealing with immigration, ethnic diversity, racial or other elements of personal or social prejudice or disadvantage;

(iv) Assist such individuals and families in the advancement of their education and the acquisition of the experience and skills necessary to prepare them for a successful

economic future and making a constructive contribution to their community;

- (v) Promote, encourage, assist and conduct the public worship and practice of the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada with and by such individuals and families; and,
 - (vi) To assist others in the advancement of such purposes; and,
- (b) To create, receive, administer, manage, invest and maintain a fund or funds, and apply all or any part of such assets, moneys, resources and property and/or the income, profit, gain or benefit therefrom at any time or times and from time to time for the relief of poverty, the advancement of education and the advancement of the Lutheran faith, and for other purposes beneficial to the community, through the charitable purposes of the Corporation; and,
- (c) To carefully and prudently invest and reinvest such fund or funds in such investments as the Directors of the Corporation may in their sole and absolute discretion deem advisable, without being limited to investments in which trustees are authorized by law to invest trust funds; and,
- (d) In pursuance of the aforesaid purposes:
- (i) To use, apply, disburse, pay, give, devote, accumulate or distribute all or any part of such assets, moneys, resources and property and/or the income, profit, gain or benefit therefrom at any time or times and from time to time to, for or on behalf of the Corporation, for such activities, programs, projects, relationships, business and purposes as may from time to time seem desirable or expedient to the Directors; and,
 - (ii) To acquire, accept, collect, solicit, purchase, receive, hold, retain, manage, maintain, alter, improve, exchange,

mortgage, charge, encumber, lease, let, rent, develop, replace, sell, convert, grant, convey, dispose of or otherwise deal with or contract for, moneys, assets, resources, and any personal or real property of any kind or nature whatever and wherever situate, and to enter into and carry out agreements, contracts and undertakings with respect thereto; and,

- (e) To do all such acts and things as are necessary, appropriate, incidental or conducive to the attainment of the aforesaid purposes including, without limiting the generality of the foregoing, to solicit, acquire, accept, receive, promote, raise and otherwise encourage and obtain funding through gifts, contributions, donations, trusts, bequests, legacies, devises, grants, endowments and other acquisitions of assets, moneys, resources and property, and/or the income, profit, gain or benefit therefrom, and to enter into and carry out agreements, contracts and undertakings with respect thereto, and the Trustees may in their sole and absolute discretion at any time or times refuse to accept or receive any such offer or opportunity; and,
- (f) To exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company, corporation or other entity owned by the Corporation, and generally to act in a prudent manner as such a holder of such shares or obligations.

SCHEDULE "B" TO ARTICLE 6 OF THE ARTICLES OF INCORPORATION
OF
LUTHERAN URBAN MINISTRY CORPORATION
(THE "CORPORATION")

OTHER PROVISIONS:

1. The Corporation shall at all times:
 - (a) Operate and be carried on as a Canadian registered charity and comply with the applicable provisions of the Income Tax Act (Canada), as amended or re-enacted (hereinafter referred to as the "ITA") in order to maintain itself as a registered charity or the equivalent thereunder;
 - (b) Operate and be carried on without the purpose of gain or benefit for its Members, Officers or Directors, and any accretion, gain, income, benefit or profit of the Corporation shall be used in furthering its purposes and undertaking;
 - (c) Operate exclusively for charitable purposes within Canada; and,
 - (d) Devote and use its assets, property and recourses solely for its charitable purposes and activities.

2. In the event that the Corporation is wound up or dissolved, all its assets and property remaining after all its debts and liabilities have been paid, or provision for their payment has been made, shall be distributed as follows:
 - (a) To the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada Inc. (hereinafter referred to as the "MNO Synod") a registered charity under the ITA; but,
 - (b) If that shall not be possible, then to the registered charity or charities or the equivalent thereof under the ITA which has or have succeeded the MNO Synod, but if no such institution has succeeded the MNO Synod, or if the MNO Synod does not accept such distribution as aforesaid, then to the Evangelical Lutheran Church in Canada (hereinafter referred to as the "ELCIC") and if that shall not be possible, then to the

registered charity or charities or the equivalent thereof under the ITA which has or have succeeded the ELCIC, but if no such institution has succeeded the ELCIC, or if the ELCIC does not accept such distribution as aforesaid, then to such registered charity or charities or the equivalent thereof under the ITA having the purposes of the relief of poverty, the advancement of religion, and/or other purposes beneficial to the community, as shall be designated by the Directors, provided that any of such assets and property so remaining which had originally been received for specific purposes shall, wherever possible, be distributed to such institution or institutions carrying on work of a nature similar to such specific purposes.

3. No part of the income of the Corporation shall be payable or otherwise available for the personal benefit of any Member, Officer or Director of the Corporation.
4. No Officer or Director of the Corporation shall be remunerated for being or acting as such Officer or Director, but an Officer or Director may be reimbursed for all expenses necessarily and reasonably incurred by such individual while engaged in the affairs of the Corporation.
5. Paragraphs 1, 2, 3, 4 and 5 of this Schedule "B" may only be altered by a unanimous resolution passed by each and every regular member of the Corporation.



OFFICE DES
COMPAGNIES

Manitoba Finance, 1010 - 405 Broadway, Winnipeg MB R3C 3L6
Telephone (204) 945-2500, Fax (204) 945-1459
Toll Free in Manitoba 1-888-246-8353, E-Mail: companies@gov.mb.ca
Website: <http://companiesoffice.gov.mb.ca>



Finances Manitoba, 405, Broadway, Bureau 1010, Winnipeg (Manitoba) R3C 3L6
Téléphone (204) 945-2500, Télécopieur (204) 945-1459
Interurbains sans frais au Manitoba: 1-888-246-8353, Adresse électronique: companies@gov.mb.ca
Site Web: <http://companiesoffice.gov.mb.ca/index.fr.html>

2007/04/26

COPY

LUTHERAN URBAN MINISTRY CORPORATION
WILDER, WILDER & LANGTRY
1500-ONE LOMBARD PL
WINNIPEG, MB, R3B 0X3

Re: LUTHERAN URBAN MINISTRY CORPORATION
BN/NE 85198 8592 MC 0001

(our file number/Notre numéro de dossier:5455538)

When you registered/incorporated your company with the Companies Office, we obtained a Business Number (BN) on your behalf. The BN is administered by Canada Customs and Revenue Agency (CCRA). You may use this number whenever you need to contact us. Your BN is:

Lorsque vous avez enregistré votre entreprise auprès de l'Office des compagnies ou l'avez constituée en société, nous avons obtenu un numéro d'entreprise (NE) en votre nom. Le NE est administré par l'Agence des douanes et du revenu du Canada (ADRC). Vous pouvez utiliser ce numéro chaque fois que vous avez besoin de communiquer avec nous. Vos coordonnées sont les suivantes :

Business Number (BN)	Account Identifier
85198 8592	MC 0001

Numéro d'entreprise (NE)	Identificateur de compte
85198 8592	MC 0001

The first nine digits of the BN are unique to either the registrants of your business name or to your corporation. It stays the same regardless of how many or what type of government accounts you add to it. The two letters in the Account Identifier represent the program area, in this case, Manitoba Companies Office. The last four digits identify the account number within that program area.

Les neuf premiers chiffres du NE sont réservés exclusivement aux personnes qui ont enregistré votre nom commercial ou à votre corporation. Le NE demeure le même, quel que soit le nombre ou le genre de comptes gouvernementaux que vous lui ajoutez. Les deux lettres de l'identificateur de compte représentent le secteur de programmes, soit, dans le cas présent, l'office des compagnies du Manitoba. Les quatre derniers chiffres indiquent le numéro de compte dans le secteur de programmes en question.

If you need to register for any accounts with Taxation Division, of the Department of Finance, Manitoba or CCRA, please ensure that you provide them with your BN. When an account is opened, it will have the same BN, but a different account identifier. Once registered, you will be able to use this number when dealing with these offices.

Si vous devez ouvrir un compte auprès de la Division des taxes du ministère des Finances du Manitoba ou de l'ADRC, assurez-vous d'indiquer votre NE. Un nouveau compte sera associé au NE invariable, mais il aura un identificateur de compte différent. Après votre inscription, vous pourrez utiliser le NE et l'identificateur pour traiter avec la Division des taxes ou l'ADRC.

If you have any questions, please call us at (204) 945-2500 or toll free at 1-888-246-8353. You may also visit the One Business-One Number website at <http://www.gov.mb.ca/finance/onebn/> to obtain more information on The Business Number.

ONE BUSINESS/ONE NUMBER
Simplifying your dealings with
Government!

Si vous avez des questions au sujet des renseignements ci-dessus, veuillez composer le (204) 945-2500 ou le 1 888 246-8353 (appels sans frais). Vous pouvez aussi visiter le site web " Une entreprise, un numéro " à l'adresse www.gov.mb.ca/finance/onebn/index.fr.html.

UNE ENTREPRISE, UN NUMÉRO
Simplifiez vos relations avec le
gouvernement!



April 30, 2007

RC13 E (06)

001826

OTTAWA ON K1A 1A2

BN: 85198 8592

BUSINESS NUMBER
CANADA REVENUE AGENCY
66 Stapon Rd
Winnipeg MB R3C 3M2

LUTHERAN URBAN MINISTRY CORPOR
WILDER, WILDER & LANGTRY
1500-ONE LOMBARD PL
WINNIPEG MB R3B 0X3

COPY

Toll-free in Canada:
1-800-959-5525

In response to your recent request, we have assigned a Business Number (BN) to your business and opened the account(s) listed on the attached summary of accounts on your behalf.

The summary shows the information you provided when you requested a BN. If you find any errors or omissions, please let us know. Complete all areas where you have not provided information, then return the form to us or to the nearest Canada Revenue Agency office.

If you are returning the completed summary by mail, put it in the enclosed envelope so that our address shows in the envelope's window.

If you requested publications with specific information on your new account(s), they will be mailed to you separately. If these publications contain a GST/HST package, it will include a flyer describing some of the GST/HST options available to your business. **You must exercise these options within a limited time.** Our publications are also available on the Internet at the following address: www.cra-arc.gc.ca

If you have any questions or if you need to open additional accounts, contact the office listed above. Please provide your BN when you contact us.

Michel Dorais
Commissioner of Revenue

Si vous désirez que nous communiquions avec vous en français, veuillez contacter le bureau de l'Agence du revenu du Canada le plus près. Si vous vous trouvez à l'extérieur de la zone d'appel local (au Canada), vous pouvez composer, sans frais, le 1 800 959-7775.





BUSINESS NUMBER SUMMARY OF ACCOUNTS

Business number
85198 8592

Toll-free in Canada
1-800-959-5525
Facsimile Number
1-204-984-0418

BUSINESS NUMBER
CANADA REVENUE AGENCY
66 Stapon Rd
Winnipeg MB R3C 3M2

Business identification

Name
LUTHERAN URBAN MINISTRY CORPORATION

Operating or trading name(s)
NOT PROVIDED

Legal entity information

Business address
WILDER, WILDER & LANGTRY
1500-ONE LOMBARD PL
WINNIPEG MB R3B 0X3

Mailing address
WILDER, WILDER & LANGTRY
1500-ONE LOMBARD PL
WINNIPEG MB R3B 0X3

Legal status
CORPORATION

Language
ENGLISH

Corporation information
Incorporation certificate number
5455538

Incorporation date
2007-04-17

Contact name
JUDY
DIKKEMA

Title

Telephone number
NOT PROVIDED

Fax number
NOT PROVIDED

Name
MARLENE
REGULY

Owner / partner / director information

Work telephone number
NOT PROVIDED

Work fax number
NOT PROVIDED

Home telephone number
NOT PROVIDED

Home fax number
NOT PROVIDED

Name
LISA
JANKE

Work telephone number
NOT PROVIDED

Work fax number
NOT PROVIDED

Home telephone number
NOT PROVIDED

Home fax number
NOT PROVIDED

Business number
85198 8592

BUSINESS NUMBER SUMMARY OF ACCOUNTS

RC33 E (98)

Name
LUTHERAN URBAN MINISTRY CORPORATION

Page 2

Name
JUDY
DIKKEMA

Owner / partner / director information

Work telephone number
NOT PROVIDED

Work fax number
NOT PROVIDED

Home telephone number
NOT PROVIDED

Home fax number
NOT PROVIDED

Summary of accounts

Account number
85198 8592 RC0001

Effective date
2007-04-17

Account type
CORPORATION INCOME TAX

Account name
NOT PROVIDED

Mailing address
WILDER, WILDER & LANGTRY
1500-ONE LOMBARD PL
WINNIPEG MB R3B 0X3

Language
ENGLISH

Contact name
JUDY
DIKKEMA

Title

Telephone number
NOT PROVIDED

Fax number
NOT PROVIDED