



Industry Canada Industrie Canada

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55190-00002

March 19, 2009

Your file Votre référence

Davis LLP  
Attn.: Jennifer Cleall  
1201 Scotia 2 Tower  
10060 Jasper Avenue N.  
Edmonton, AB  
T5J 4E5

Our file Notre référence

451198-1

Re - Objet: CLIMATE CHANGE AND EMISSIONS MANAGEMENT (CCEMC)  
CORPORATION

Enclosed herewith, is the document issued  
in the above matter.

Vous trouverez ci-inclus le document émis  
dans l'affaire précitée.

A notice of issuance of CBCA documents  
will be published in the *Monthly  
Transactions*. A notice of issuance of CCA  
documents will be published in the *Monthly  
Transactions* and the *Canada Gazette*.

Un avis de l'émission de documents en vertu  
de la LCSCA sera publié dans les  
*Transactions mensuelles*. Un avis de  
l'émission de documents en vertu de la LCC  
sera publié dans les *Transactions  
mensuelles* et dans la *Gazette du Canada*.

IF A NAME OR CHANGE OF NAME IS  
INVOLVED, THE FOLLOWING CAUTION  
SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION  
SOCIALE OU D'UN CHANGEMENT DE  
DÉNOMINATION SOCIALE,  
L'AVERTISSEMENT SUIVANT DOIT ÊTRE  
RESPECTÉ:

*This name is available for use as a corporate name  
subject to and conditional upon the applicants  
assuming full responsibility for any risk of confusion  
with existing business names and trade marks  
(including those set out in the relevant NUANS search  
reports(s)). Acceptance of such responsibility will  
comprise an obligation to change the name to a  
dissimilar one in the event that representations are  
made and established that confusion is likely to occur.  
The use of any name granted is subject to the laws of  
the jurisdiction where the company carries on  
business.*

*Cette dénomination sociale est disponible en autant que  
les requérants assument toute responsabilité de risque  
de confusion avec toutes dénominations commerciales  
et toutes marques de commerce existantes (y compris  
celles qui sont citées dans le(s) rapport(s) de  
recherches NUANS pertinent(s)). Cette acceptation de  
responsabilité comprend l'obligation de changer la  
dénomination de la société en une dénomination  
différente advenant le cas où des représentations sont  
faites établissant qu'il y a une probabilité de confusion.  
L'utilisation de tout nom octroyé est sujette à toute loi  
de la juridiction où la société exploite son entreprise.*

For the Director, Corporations Canada  
pour le directeur, Corporations Canada

Canada

## APPLICATION FOR LETTERS PATENT

### CLIMATE CHANGE AND EMISSIONS MANAGEMENT (CCEMC) CORPORATION

#### 1. Application for Letters Patent

The undersigned hereby apply to the Minister of Industry for the grant of a charter by Letters Patent under the provisions of Part II of the *Canada Corporations Act*, constituting the undersigned and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

#### CLIMATE CHANGE AND EMISSIONS MANAGEMENT (CCEMC) CORPORATION

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

#### 2. Name of Applicants

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

ROBERT A. SEIDEL

1201, 10060 Jasper Avenue, Edmonton, Alberta T5J 4E5 - Barrister & Solicitor

ROBERT SAVAGE

12th Fl Baker Centre, 10025 - 106 Street, Edmonton, Alberta T5J 1G4 - Manager, Alberta Environment

KIRK ANDRIES

583 Suncrest Lane, Sherwood Park, Alberta T8H 0E8 - Management Consultant

Robert Seidel, Robert Savage and Kirk Andries will be the first directors of the Corporation.

#### 3. Objects of the Corporation

The Objects of the Corporation are as follows:

- 2 -

- (a) To establish or participate in funding for initiatives and other measures related to reducing emissions of specified gases or improving the ability to adapt to climate change, including, without limitation, the following purposes:
- (i) energy conservation and energy efficiency;
  - (ii) demonstration and use of new technologies that emphasize reductions in specified gas emissions in the discovery, recovery, processing, transportation and use of energy resources;
  - (iii) demonstration and use of new technologies that emphasize reductions in specified gas emissions through the use of alternative energy and renewable energy sources;
  - (iv) demonstration and use of specified gas capture, use and storage technology;
  - (v) development of opportunities for removal of specified gases from the atmosphere through sequestration by sinks;
  - (vi) measurement of the natural removal and storage of carbon;
  - (vii) climate change adaptation programs and measures;
- (b) To receive, sell, manage, lease mortgage, dispose of or otherwise deal with the property of the Corporation;
- (c) To do all things and acts necessary and desirable to achieve the objects of the Corporation.

4. Operations

The operations of the Corporation may be carried on throughout Canada and elsewhere.

5. Head Office

The place within Canada where the head office of the corporation is to be situated is: Edmonton, Alberta.

6. Winding Up

It is specifically provided that in the event of liquidation, dissolution, or winding-up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed to one or more organizations in Canada carrying on similar activities.

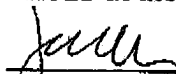
7. Bylaws

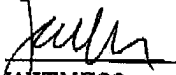
The Bylaws of the Corporation shall be those filed with the application for Letters Patent until repealed, amended, altered or added to.

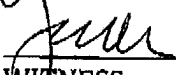
8. No pecuniary Gain

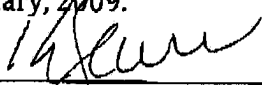
The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions t the corporation are to be used in promoting its objects.

DATED at the City of Edmonton, Alberta this 13<sup>th</sup> day of February, 2009.

  
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WITNESS

  
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WITNESS

  
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ROBERT SEIDEL

  
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ROBERT SAVAGE

  
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BIRK ANDRIES



Industry Canada Industrie Canada

Canada  
Corporations Act

Loi sur les  
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

CLIMATE CHANGE AND EMISSIONS MANAGEMENT (CCEMC) CORPORATION

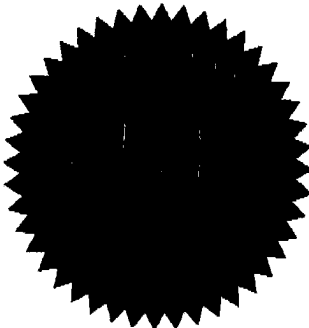
THEREFORE the Minister of Industry by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - February 17, 2009

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 451198-1



Canada