

**AMENDED ARTICLES OF ASSOCIATION
OF
SOUTH ANDERSON PRIMARY CARE ASSOCIATION**

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ARTICLES OF ASSOCIATION OF
SOUTH ANDERSON PRIMARY CARE ASSOCIATION

ARTICLE I
TABLE A

1.1 The regulations contained in Table A of the First Schedule of the Companies Act shall not apply to the Company.

ARTICLE II
INTERPRETATION

2.1 In these Articles, including this clause, unless the context or subject matter requires a different meaning:

- (a) "Articles" means these Articles of Association as amended from time to time;
- (b) "Annual General Meeting" means the general meeting of the Shareholders required by the Companies Act to be held annually;
- (c) "Board" means the board of directors of the Company;
- (d) "Company" means South Anderson Primary Care Association;
- (e) "Companies Act" means the Companies Act, R.S.A. 1980 Chapter C-20, as amended from time to time, or any statute or statutes substituted therefor and, in the case of any such amendment or substitution, any reference in these Articles shall be read as referring to the amended or substituted provisions therefor;
- (f) "Extraordinary General Meeting" means any General Meeting of the Shareholders other than an Annual General Meeting;
- (g) "General Meeting" means a meeting of the Shareholders;
- (h) "Month" means calendar month;
- (i) "Register" means the register of shareholders to be kept by the Company as required by the Companies Act;
- (j) "Secretary" and "Treasurer" include any person appointed temporarily or permanently to perform the respective duties of Secretary and Treasurer, or holding such offices jointly; and
- (k) "Shareholder" means a member as defined by the Companies Act, being more particularly the person or estate in who's name one or more shares of the Company are registered.

2.2 In these Articles words which are defined or have a special meaning assigned to them in the Companies Act have the same meaning in these Articles unless otherwise defined herein.

2.3 In these Articles words importing the singular number include the plural and vice versa, words importing the masculine gender include the feminine gender.

2.4 The headings used throughout these Articles are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provision.

ARTICLE III REGISTERED OFFICE

3.1 The Board from time to time may change the place within the Province of Alberta at which the registered office is situate or fix the address of such registered office.

ARTICLE IV SHARES AND SHAREHOLDERS

4.1 The Board may allot and issue shares in the capital of the Company at such times, on such terms and conditions, in such manner and to such persons or class of persons, as the Board may from time to time by resolution determine. No such shares shall be issued otherwise than as fully paid and non-assessable.

4.2 Deleted.

4.3 Any invitation to the public to subscribe for any shares, debentures or other securities of the Company is prohibited.

ARTICLE V SHARE CERTIFICATES

5.1 Certificates for shares and the blank endorsement thereon shall be in such form as the Board may by resolution approve and such certificates shall be signed by the President, Secretary or a director of the Company. Certificates so signed shall be valid and binding upon the Company notwithstanding any change in the persons holding any of the said offices between the time of actual signing and the issuance of the certificate and notwithstanding that the officer signing may not have held office at the date of the issuance of any certificate.

5.2 Certificates for shares may be issued bearing the notation that the same shall not be valid unless countersigned by a registrar and/or transfer agent duly appointed by the Board.

5.3 The signature of the President, Secretary or any director may be engraved, lithographed or otherwise mechanically reproduced upon certificates for shares and certificates so signed shall

be deemed to have been manually signed by the President, Secretary or director whose signature is so engraved, lithographed or otherwise mechanically reproduced thereon and shall be as valid to all intents and purposes as if they had been manually signed.

5.4 Where the Company has appointed a registrar and/or transfer agent the signature of the Secretary or Assistant Secretary may also be engraved, lithographed or otherwise mechanically reproduced and, when countersigned by the registrar and/or transfer agent, certificates so signed shall be deemed to have been manually signed by such Secretary and shall be as valid to all intents and purposes as if they had been so manually signed.

5.5 There shall be no joint ownership of shares.

ARTICLE VI TRANSFER OF SHARES

6.1 The right to transfer shares of the Company is restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Company to any person unless the transfer has been approved by the Board.

6.2 Every certificate for shares for which transfer is desired, accompanied by an instrument of transfer and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the shares, shall for the purposes of registration be left at the office of the Company or at the office of any duly appointed transfer agent, as the case may be.

6.3 All instruments of transfer which are registered shall be retained by the Company, but any instrument of transfer which the Board may decline to register shall, on demand, be returned to the person depositing the same.

ARTICLE VII REGISTER OF SHAREHOLDERS

7.1 The Board shall cause the Secretary or such other officer or officers as may be specially charged with that duty, or such other agent or agents as may from time to time be appointed for that purpose by the Board, to keep, at any place permitted by the Companies Act, a register of shareholders in which shall be recorded particulars of every transfer of shares in the capital of the Company and such other particulars as may be required by the Companies Act.

7.2 The Company may exercise the powers conferred by the Companies Act and may cause to be kept in any one or more provinces, states or countries, a branch register or branch registers of Shareholders resident outside the Province of Alberta. The Company may, subject to the Companies Act, make such provision as the Board thinks fit respecting the keeping of such branch register or registers.

7.3 Entry of the transfer of any share in the Register, including any branch register, shall, for all purposes, constitute a complete and valid transfer and no transfer of any share shall be valid unless entered in the Register or such branch register.

ARTICLE VIII CHANGES OF CAPITAL

8.1 The Company by ordinary resolution of the Shareholders, or the Board by resolution, may:

- (a) cancel shares that, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of the Company's share capital by the number of shares so cancelled; and
- (b) cancel paid-up shares that are surrendered to the Company by way of gift, and, if the resolution so provides, diminish the amount of its share capital by the number of shares cancelled.

8.2 The Company may, by special resolution of the Shareholders, alter the conditions of its memorandum of association to increase its authorized share capital by the creation of new shares as the special resolution shall prescribe.

ARTICLE IX SHAREHOLDERS' MEETINGS

9.1 General Meetings shall be summoned by the Board at such time and place as it shall determine.

9.2 In the case of an Extraordinary General Meeting called in pursuance of a requisition of shareholders in accordance with the Companies Act, unless such meeting shall have been called by the Board, no business other than that stated in the requisition as the objects of the meeting shall be transacted thereat.

9.3 Where it is proposed to pass a special resolution at a General Meeting, such notice as is required to be given by the Companies Act, and in all other cases, at least seven days notice specifying the place, the day and hour of a General Meeting and, in the case of special business, the general nature of such business, shall be given to the Shareholders entitled to vote at such meeting in the manner hereinafter mentioned.

9.4 The accidental omission to give notice to any such Shareholder, or the non-receipt by any such Shareholder of such notice shall not invalidate the proceedings at any General Meeting.

ARTICLE X PROCEEDINGS AT GENERAL MEETINGS

10.1 At any General Meeting, if all the Shareholders entitled to vote thereat are present, either in person or by proxy, they may waive the necessity of the giving of any previous notice of such meeting and an entry in the minutes of such meeting of such waiver shall be sufficient evidence of the due convening of the meeting.

10.2 The business of an Annual General Meeting shall be to receive and consider the financial statements prepared in accordance with the Companies Act, any report of the auditor to the Shareholders and any report of the Board to the Shareholders, the election of the Board and any appointment of an auditor or auditors and to transact any other business which under these Articles and the Companies Act ought to be transacted at an Annual General Meeting.

10.3 For all purposes the quorum for a General Meeting shall be 25% of the shareholders of the Company personally present and holding or representing not less than one-half of the issued capital of the Company entitled to vote. No business shall be transacted at a General Meeting unless the requisite quorum shall be present at the commencement of the business.

10.4 If fifteen (15) minutes after the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened upon a requisition of Shareholders, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned meeting a quorum is not present, those Shareholders who are present and entitled to vote thereat shall be deemed to be a quorum, and may transact all business which a full quorum might have done.

10.5 The Chairman of the Board shall preside as chairman at every General Meeting and in his absence the President, and if none of these be present, or if at any meeting, they be not present within fifteen (15) minutes after the time appointed for holding the meeting, the Shareholders present and entitled to vote thereat shall choose one of the Board present to be chairman, or if no member of the Board shall be present and willing to take the chair, the Shareholders present in person or represented by proxy and entitled to vote thereat shall choose one of their number to be chairman.

10.6 The chairman may adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10.7 At every General Meeting every question shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll be demanded by a Shareholder present in person or represented by proxy and entitled to vote, or as may in special instances be required by the Companies Act. A declaration by the chairman that a resolution has been carried or carried by a particular majority, or lost, shall be conclusive and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

10.8 If a poll is demanded in the manner above mentioned, it shall be taken at such time and place and in such manner as the chairman may direct, and the result of such poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. A demand for a poll may be withdrawn.

10.9 In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the chairman shall not be entitled to a second or casting vote. In case of any dispute

as to the admission or rejection of any vote, the chairman shall determine the same, and such determination made in good faith shall be final and conclusive.

10.10 A poll may be demanded upon the election of a chairman, or upon a question of adjournment, and such poll shall be taken forthwith without adjournment. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

10.11 Subject to any restrictions imposed on any particular class of shares, whether created by the memorandum of association, these Articles, or special resolution, at every General Meeting:

- (a) upon a show of hands, every Shareholder present in person and entitled to vote shall have one (1) vote only;
- (b) upon poll, every Shareholder present in person or by proxy and entitled to vote shall have one (1) vote for each share held by the shareholder;
- (c) upon poll votes may be given either personally or by proxy; and
- (d) where a corporation, being a Shareholder entitled to vote, is present by proxy, or by a person duly appointed, such proxy or person shall, in addition to voting on a poll, be entitled to vote for such corporation upon show of hand.

10.12 If any shareholder entitled to vote be a mental incompetent, he may vote by his legal representative who may vote either personally or by proxy.

10.13 Notwithstanding anything to the contrary in these Articles, a resolution assented to and adopted in writing under the hands of all the Shareholders entitled to vote thereon, though not passed at a General Meeting, shall be of the same force and effect as if it had been duly passed at a General Meeting duly convened, and no previous notice or convening of any General Meeting for the purpose of passing such resolution, shall in such case be deemed to have been necessary whether the business transacted thereat is special or not, and a Shareholder may signify his assent to such resolution in writing under his hand or by telex, telegram, cable or facsimile.

ARTICLE XI BORROWING

11.1 The Board, from time to time at its discretion, may raise or borrow money for the purpose of the Company's business and may secure the repayment of the same by mortgage or charge upon the undertaking and the whole or any part of the assets and property of the Company (present and future) including its unissued capital, and may issue bonds, debentures or debenture stock payable to bearer or otherwise, give and grant securities under the *Bank Act* and generally raise or borrow money for the purposes of the Company, secured or charged upon the whole or any part of the assets and properties of the Company, or otherwise as may be advisable or necessary in the interests thereof.

ARTICLE XII DIRECTORS

12.1 The affairs of the Company shall be managed by a Board of not less than two (2) nor more than nine (9) directors. If the number of directors is less than the minimum aforesaid, they shall do no act other than to appoint a director or directors, or to call a General Meeting of the Company, until the number of directors, aforesaid, shall be altered only in compliance with the provisions of the Companies Act. The first permanent directors shall be appointed by a majority of the subscribers to the memorandum of association of the Company and until such appointment, the individuals who subscribed to the memorandum of association of the Company shall be the directors of the Company. A director need not be a shareholder to hold office.

12.2 The Board shall have power to appoint any other person or persons to be a director or directors as an addition or additions to the Board, either to fill a casual vacancy occurring in, or as an addition to, the Board, but so that the total number of directors shall not at any time exceed the maximum hereinbefore prescribed; any directors so appointed shall hold office until the next following Annual General Meeting of the Company, and then shall be eligible for re-election.

12.3 The Company, from time to time at a General Meeting, may fix the number of directors within the limits hereinbefore provided and further from time to time the Company at the Annual General Meeting may increase or decrease the number of directors previously fixed within the limits hereinbefore provided.

12.4 The Company, at a General Meeting by special resolution, may remove any director before the expiration of his period of office and, by ordinary resolution, may appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held the same if he had not been removed.

12.5 The directors shall hold office until the next Annual General Meeting of shareholders or until their successor is elected or appointed.

12.6 A retiring director shall be eligible for re-election.

12.7 At any General Meeting at which any election of directors ought to take place, if such election does not take place, the retiring directors shall continue in office until directors have been elected at a subsequent General Meeting or until the Annual General Meeting in the next year, and so on from time to time until such election takes place or the successors of the retiring directors are elected or appointed.

ARTICLE XIII REMUNERATION OF DIRECTORS

13.1 Unless otherwise agreed to by resolution of a simple majority of the shareholders at a general meeting, a director shall not be paid any compensation by the Company for their services as a director. By resolution of the Board, a director may be reimbursed by the Company for all reasonable out-of-pocket expenses necessarily incurred by them in the performance of their duties as a Director. Nothing in this paragraph contained shall preclude the Company from paying a salary to a Director who is also an employee of the Company on account of such employment.

ARTICLE XIV POWERS OF DIRECTORS

14.1 The affairs of the Company shall be managed by the Board, which may pay all such expenses of and preliminary and incidental to the promotion, incorporation, establishment and registration of the Company as it thinks fit, and the Board may exercise all such powers of the Company, and do, on behalf of the Company, all such acts as may be exercised and done by the Company and as are not by the Companies Act or these Articles required to be exercised or done by the Company in General Meeting.

ARTICLE XV DISQUALIFICATION OF DIRECTORS

15.1 The office of a director shall be ipso facto vacated:

- (a) if the director becomes insolvent or suspends payment of creditors;
- (b) if the director becomes of unsound mind or is found to be mentally incompetent;
- (c) if the director is convicted of an indictable offence; or
- (d) if by notice in writing the director resigns the appointment;

but any act done in good faith by a director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice has been served upon the Board, or an entry has been made in the directors' minute book, stating that such director has ceased to be a director of the Company.

15.2 No director shall be disqualified by reason of the appointment from contracting with the Company either as a vendor, purchaser or otherwise, nor shall any contract or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be voided; nor shall any director, so contracting or being interested, be liable to account to the Company for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relation thereby created; but the nature of the director's interest must be disclosed by such director at the meeting of the Board at which the

contract or arrangement is first taken into consideration if the director's interest then exists or, in any other case, at the first meeting of the Board after the acquisition of such interest. If a director becomes interested in a contract or arrangement after it is made or entered into, the disclosure of such interest shall be made at the first meeting of the Board held after the director becomes so interested. Subject to the foregoing a director shall be entitled to vote in respect of any contract or arrangement in which such director is so interested.

15.3 A general notice that a director is a partner or shareholder of any specified partnership, company or corporation and is to be regarded as interested in any subsequent transaction with such partnership, company or corporation, shall be sufficient disclosure under the next preceding Article and, after such notice, it shall not be necessary to give any further notice relating to any particular transaction with such partnership, company or corporation.

15.4 A director of the Company may be or become a shareholder or a director of any company in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any benefits received as shareholder or director of such other company.

15.5 Any director may hold any other office, whether of profit or otherwise, in the Company in conjunction with the office of director, and on such terms as to remuneration or otherwise as the Board may arrange, and any director may act for himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director. A director of the company may accept office as a director of any company promoted by or in which the Company is interested, and may subscribe for, guarantee the subscription of, or otherwise acquire, shares in any such company and shall be in no way accountable for any profits, dividends or benefits so obtained.

ARTICLE XVI PROCEEDINGS OF DIRECTORS

16.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it shall think fit. For the transaction of business, a majority of the directors shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes; in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote in addition to his ordinary vote.

16.2 A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board.

16.3 Meetings of the Board may be summoned by the Secretary at the request of the President, or a director. A meeting of the Board may be held at any time the Board may deem necessary and expedient and may be summoned on twenty-four (24) hours notice, verbally or in writing, and whether by means of telephone, or any other means of communication.

16.4 Notwithstanding anything to the contrary in these Articles contained, for the first meeting of the Board, held immediately after the election of directors at a General Meeting, no formal

notice of such meeting of the Board shall be necessary provided that a quorum of directors be present.

16.5 Meetings of the Board shall be held at the registered office or, with the consent of a majority of the Board, at any other place. The Chairman, or, failing the Chairman, the President, or failing both the Chairman and President, a member of the Board selected by a majority of the members present at any meeting, shall preside.

16.6 A resolution signed by all the members of the Board, as such, shall be as valid and effectual as if it had been passed at a meeting of the Board, duly called and constituted, and shall be entered in the minute book of the Company accordingly, and shall be held to relate back to any date therein stated to be the date thereof.

16.7 A director may participate in a meeting of directors or of any committee of directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in a meeting by those means is deemed to be present at that meeting.

ARTICLE XVII COMMITTEES

17.1 The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, and may from time to time revoke such delegation. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the directors.

17.2 The Board may appoint not less than two (2) of their number to constitute a Management Committee of whom a majority shall constitute a quorum and who may meet at stated times or on notice to all or any of their own number; the members of such Committee shall consult with and aid the officers in all matters concerning the Company's affairs and in the management of its activities and generally perform such duties and exercise such powers as may be directed or delegated to such committee by the Board from time to time. The Board may delegate to such committee authority to exercise, while the Board is not in session, such of its powers as the Board may designate and, unless otherwise determined by the Board, questions arising at any meeting of the Management Committee shall be decided by a majority of votes.

17.3 Each committee may act by the written consent of all of its members.

17.4 Each committee shall keep minutes of its proceedings and report the same to the Board at the next meeting thereof.

ARTICLE XVIII OFFICERS AND DUTIES

18.1 The officers of the Company shall consist of a President, a Secretary, a Treasurer, or a Secretary-Treasurer and such other officers as the Board, from time to time, may appoint. Any

one person may fill more than one of the said offices. The persons holding such offices, in addition to performing any duties assigned to them by the Board, shall have such powers as are usually incidental to such offices and, in particular, the powers hereinafter assigned to them by these Articles.

18.2 The President shall be elected by the Board from amongst its members and shall hold office, as such, during the period of the President's tenure of office as a director or such shorter period as the Board may determine. Other officers shall be appointed by the Board and shall hold office during the pleasure of the Board.

18.3 The Board may appoint a temporary substitute for any of the officers appointed by the Board, and, for the purposes of these Articles, each such substitute shall be deemed to be the officer whose position he occupies. The Board shall have the power to fix the salaries and emoluments of all of the officers of the Company.

18.4 The President shall be the chief executive officer of the Company and shall exercise supervision and control, subject to the direction of the Board, over the business and affairs of the Company and its officers, agents and employees.

18.5 Unless otherwise specified by the Board, the Chairman, shall be vested with all powers and shall perform all the duties of the President in the event of the absence, unavailability, disability or refusal of the President to act, or upon or under the direction of the President.

18.6 The Secretary shall issue or cause to be issued notices of all meetings of the Board and Shareholders when directed so to do; keep minutes of all meetings of the Board and Shareholders; have charge of the minute books of the Company; sign with the President or other signing officer or officers of the Company such instruments as require the Secretary's signature and perform such other duties as the terms of the Secretary's engagement call for or the Board may, from time to time, properly require of the Secretary.

18.7 The Treasurer shall have the care and custody of all of the funds and securities of the Company and shall deposit or cause to be deposited the same, in the name of the Company, in such bank or banks or with such depository or depositories as the Board may prescribe. The Treasurer shall at all reasonable times exhibit the books, records and accounts to any director of the Company, upon such director's application, at the office of the Company during business hours. The Treasurer shall sign or countersign such instruments as require the Treasurer's signature and shall perform all the duties incident to such office or as are properly required of the Treasurer by the Board.

ARTICLE XIX FACSIMILE SEAL

19.1 If the Company's objects require or comprise the transaction of business outside of Alberta, the Company may have and use in any other province, state or country an official seal which shall be a facsimile of the corporate seal of the Company, with the addition on its face of the name of the province, state, or country where it is to be used, and may by writing under its corporate seal authorize any person appointed for the purpose in any province, state or country

outside of Alberta to affix the same to any deed or other document to which the Company is a party in that province, state or country.

ARTICLE XX MINUTES

20.1 The Board shall cause minutes to be made in books provided for that purpose:

- (a) of all appointments of officers made by the Board;
- (b) of the names of the persons present at each meeting of the Board and of any committee;
- (c) of all resolutions and proceedings of all General Meetings, meetings of the Board and of any committee;

and any such minutes, as aforesaid, if purporting to be signed by the chairman of the meeting at which such appointments were made, or such persons were present, or such resolutions were passed or proceedings had (as the case may be) or by the chairman of the next succeeding General Meeting or meeting of the Board or committee (as the case may be) shall be sufficient evidence without any further proof of the facts therein stated.

ARTICLE XXI INSPECTION OF BOOKS AND ACCOUNTS

21.1 No Shareholder, not being a director, has any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board. The Board may determine from time to time to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, are to be opened to the inspection of Shareholders not being directors.

ARTICLE XXII AUDITS

22.1 Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors. The Company at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting and his or their appointment, remuneration, rights and duties shall be regulated by the Companies Act.

ARTICLE XXIII NOTICES

23.1 A notice may be served by the Company on any Shareholder entitled thereto either personally or by sending it through the post in a prepaid envelope to such Shareholder at such Shareholder's address appearing in the Register or by facsimile letter directed to such Shareholder at the facsimile number or email address recorded in the Register.

23.2 With respect to a Shareholder whose address does not appear in the Register, a notice posted up in the registered office shall be deemed to have been served upon such shareholder at the expiration of twenty-four (24) hours after it is so posted up.

23.3 Any notice sent by post shall be deemed to be served on the second business day following that upon which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted, postage prepaid.

23.4 Every Shareholder, who by the operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect to such shares which, previous to his name and address being entered on the Register, shall have been duly given to the person from whom he derived his title to such shares.

23.5 Any notice or document so posted up, or sent by post to, or left at the registered address of any Shareholder in pursuance of these Articles, shall, notwithstanding such Shareholder be then deceased, be deemed to have been fully served in respect of any shares until some other person be registered in the stead of such shareholder as the holder thereof and such service of such notice or document shall be a sufficient service on such shareholder's personal representatives.

23.6 The signature to any notice to be given by the Company may be lithographed, written, printed or otherwise mechanically reproduced.

23.7 When a given number of days notice or notice extending over any other period is required to be given, the day of service shall, and the day upon which notice expires shall not, be included in such number of days or other period.

23.8 Notwithstanding anything to the contrary in these Articles contained, any Shareholder or director entitled to receive notice may by instrument in writing signed by such Shareholder or director waive any such notice on such terms and conditions, if any, as such Shareholder or director may deem fit.

ARTICLE XXIV INDEMNITY OF DIRECTORS AND OFFICERS

24.1 Every director and officer of the Company, every former director and officer of the Company and such director's or officer's heirs and legal representatives, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Company from and

against all costs, charges and expenses whatsoever which such director or officer may incur, or become liable for, by reason of any contract entered into or act or thing whatsoever made, done or permitted by such director or officer as a director or officer, or in any way in the discharge of such director or officer's duties, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such director or officer in respect of any civil, criminal or administrative action or proceeding to which such director or officer is made a party by reason of being or having been a director or officer of the Company, if:

- (a) such director or officer acted honestly, reasonably and in good faith with a view to the best interests of the Company; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such director or officer had reasonable grounds for believing that his conduct was lawful.

ARTICLE XXV PROTECTION OF DIRECTORS AND OFFICERS

No director or officer for the time being of the Company shall be liable to the Company 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 Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Company 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 company including any person, firm or Company with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Company or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director or officer's respective office of trust or in relation thereto, unless the same shall happen by or through such director or officer's failure to exercise the powers and to discharge the duties of such director or officer's office honestly, in good faith with a view to the best interests of the Company, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Companies Act or relieve such director or officer from liability under the Companies Act. The directors for the time being of the Company shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Company, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Company shall be employed by or shall perform services for the Company otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Company, the fact of such director or officer being a shareholder, director or officer of the Company or body corporate or member of the firm shall not disentitle such director or officer or

such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

| FULL NAMES, ADDRESSES AND OCCUPATIONS OF THREE OF THE SHAREHOLDERS OF THE COMPANY | NO. OF SHARES HELD | CONSIDERATION |
|---|-----------------------|---------------|
|---|-----------------------|---------------|

| | | |
|--|---|--------|
| <u>P. Borghesan</u> Signature Printed Name: Penny Borghesan Address: 70 Shawville Blvd SW | 1 | \$1.00 |
|--|---|--------|

Occupation: Physician

| | | |
|---|---|--------|
| <u>Ian Kendal</u> Signature Printed Name: Ian Kendal Address: #4-20 Douglasswoods Dr. SE | 1 | \$1.00 |
|---|---|--------|

Occupation: Physician
Calgary T2Z 1K4.

| | | |
|--|--|--------|
| <u>DR. WAYNE CHANG</u> Signature Printed Name: DR. WAYNE CHANG Address: SOUTH CALGARY MEDICAL CLINIC #118, 40 SUNPARK PLAZA SE CALGARY, ALBERTA T2X 3X7 (403) 254-4000 | | \$1.00 |
|--|--|--------|

Occupation: Physician

Dated this ____ day of May, 2006.

Witness to Signatures

Stephanie Crichton
Name: Stephanie Crichton

Occupation: Consultant
Address: 350, 708 - 11th Avenue S.W.
Calgary, Alberta T2R 0E4