

This is Exhibit "A" referred to in the Affidavit of Kurt
Robinson, sworn before me this 1st day of
May, 2017


A Notary Public in and for the Province of
British Columbia Kathryn Battum Notary Public
43 - 9522 Main Street
Lake Country BC V4V 2L9
778 480 0900

MY COMMISSION IS AN APPOINTMENT FOR LIFE.
A SPECIMEN OF MY SIGNATURE IS ON FILE AT THE
U.S. CONSULATE, VANCOUVER, B.C. CANADA



"THE COMPANIES ACT"
CHAPTER C-20 REVISED STATUTES OF ALBERTA, 1980
NON-PROFIT COMPANY
INCORPORATED UNDER PART 9, SECTION 200

MEMORANDUM OF ASSOCIATION OF
SHEPHERD'S VILLAGE MINISTRIES LTD.

1. The name of the company is, "**SHEPHERD'S VILLAGE MINISTRIES LTD.**" (the "Company").

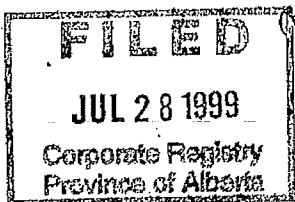
2. The objects for which the Company is established are as follows:

(a) To develop and manage housing accommodation for mature adults, the elderly, senior citizens, the aged and other older individuals (collectively referred to in this memorandum as "Older Persons"), including:

- (i) the acquisition, assembly and development of lands for the construction and development of housing accommodation for Older Persons;
- (ii) the acquisition of lands and the development and construction of housing accommodation for Older Persons on such lands;
- (iii) the acquisition of existing buildings and the lands upon which they are situated for use in providing housing accommodation for Older Persons;
- (iv) the acquisition and conversion of existing buildings and the land upon which they are situated into housing accommodation for Older Persons,

provided that "housing accommodation", as used above, includes:

(v) any structure or other improvement to land, used or to be used, for human habitation, convenience, enjoyment or commerce or any combination thereof, and



(vi) a project, together with the land on which it is situated, consisting of one or more attached or detached houses, one or more multiple family dwellings, housing accommodation of the hostel or dormitory type, two or more condominium units, apartments or any combination thereof, together with any public space, recreation facilities, commercial and other buildings appropriate to the project.

(b) To lease the individual units of the housing accommodation to Older Persons on month to month terms, fixed terms or life-lease terms with or without buy-back provisions;

(c) To sell the individual units of the housing accommodation to Older Persons with or without buy-back provisions;

- (d) To consult and liase with other non-profit organizations and charitable organizations, in particular those associated with the Lutheran Church of Canada, for the purpose of furthering the development of housing accommodation for Older Persons, the development of social, recreational and spiritual programs for Older Persons and the development of programs which generally enhance the lifestyle of Older Persons;
- (e) To develop, manage and administer social, recreational and spiritual programs for Older Persons in the community;
- (f) To develop, manage and administer programs that are designed to enhance the lifestyle of Older Persons in the community;
- (g) Where the company, in its sole discretion, deems necessary or advisable, to contribute to funding the programs authorized by paragraph 2 (d)(e) and (f).

3. In order for the Company to carry out its objects it shall have the following powers, namely:

- (a) To accumulate from time to time all or part of the funds of the Company and the income therefrom and to invest and reinvest the same in such manner as may from time to time be determined by the directors of the Company;
- (b) To acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy gift, grant, bequest or otherwise, any kind of real or personal property and to enter into and carry out agreements, contracts and undertakings incidental thereto;
- (c) To hold, manage, sell or convert any of the real or personal property from time to time owned by the Company, and to invest and reinvest any principal in such manner as may from time to time be determined by the directors of the Company;
- (d) To demand, receive, sue for, recover and compel the payment of all sums of money that may become due and payable to the Company, to apply the said sums for the objects and purposes of the Company and generally to sue and be sued;
- (e) To acquire by purchase, lease, devise, gift and other title, and to hold and use or occupy any real property determined by the directors to be reasonably necessary for the carrying on of its undertaking and to sell, dispose of and convey the same or any part thereof as may be considered advisable;
- (f) To acquire, accept, solicit or receive any gift of real or personal property, either as an annual or other contribution or as an addition to the funds of the Company;
- (g) To employ and pay such assistants, clerks, agents, representatives and employees, to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary;

- (h) 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, or corporation or other entity owned by the Company and generally to act in a prudent manner as a holder of such shares or obligations;
- (i) To enter into arrangements with any government or government authorities (municipal, provincial or federal) that seem conducive to the Company's objects or any of them and the power to obtain from any such government or government authority any rights, privileges, and concessions that the Company determines is desirable to obtain, and the power to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions;
- (j) To advertise and make known the existence of the Company and its objects by any means that seem expedient and in particular, by advertising in the press, by radio, by television, by circulars, by publication of books and periodicals and by granting prizes, rewards and donations or otherwise as may from time to time be determined by the Directors of the Company;
- (k) To raise, and assist in raising money for, and to aid by way of loan, endorsement, or guarantee any charity that the Company determines to assist;
- (l) To borrow money, to make, endorse, accept, execute and issue promissory notes, bills of exchange, bonds, debentures, bills of lading, warrants, all kinds of negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise;
- (m) To acquire by purchase, lease or otherwise and to take over and/or manage and carry on all or any of the businesses, undertakings, properties, franchises, goodwill, contracts, or rights, powers and privileges held, enjoyed or carried on by any person, firm or Company or by any business, the carrying on of which will in the opinion of the Company, promote the carrying out of the undertakings of the Company or any of them or possessed of any property suitable for the objects or any of them of the Company, as the Company deems advisable, and in particular, for shares, bonds, debentures or other securities of the Company; to let and sub-let any property and to sell, lease, or otherwise dispose of the whole or any part of the Company's business, property and assets of any kind for such consideration as the Company may deem advisable and in particular, for shares, bonds, debentures or other securities of any other Company; and to undertake the liability of any such person, firm or Company;
- (n) To take part in the management, supervision or control of the business or operations of any Company or undertaking of which the Company holds any shares, bonds, debentures, or other securities or of which the Company owns any property, assets or rights and, for that purpose, to appoint and remunerate any managers, accountants or other experts or agents;

- (o) To acquire and hold real and personal property of every nature, kind and description; including mortgages, agreements for sale, leases, shares, stocks, debentures, bonds and securities of all kinds and descriptions for the purpose of investment and for the purpose of earning rent and interest;
- (p) To acquire land for building purposes and to lay out building lots and to clear and improve the same in any manner, and to construct roads, ways and improvements of every description; and to purchase, lease, construct or otherwise acquire, hold and enjoy and to manage all such properties;
- (q) To carry on any trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company;
- (r) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business, concern or undertaking and generally of any assets, property or rights;
- (s) To act as agents or attorneys for the transaction of any business, sale of property, investment of funds, and the collection of moneys, rents, interest, dividends, mortgages, bonds, bills, notes and other securities;
- (t) To act as managers of property and as consultants in the management of any property or to act as managers of or provide assistance in the management of any business of any kind or description;
- (u) To carry out all or any of the objects of the Company and do all or any of the above things either alone or in conjunction with others;
- (v) Without restricting the generality of the foregoing, to do all such things as are conducive to the attainment of such objects.

4. In carrying out its objects the Company shall be entitled to exercise any of those powers set forth in Section 20 of *The Companies Act*.

5. In the event of the dissolution or winding-up of the Company, all of its remaining assets and property of any type after payment of its debts, liabilities and obligations shall be paid and distributed to the Lutheran Church - Canada, The Alberta - British Columbia District or to such other charitable organization existing in Canada, from time to time, as may be approved by resolution of the members.

6. The Company shall conduct its operations without pecuniary gain to its members and all profits or other accretions to the Company are to be used in promoting its objects. No part of the income of the Company shall be paid, transferred or otherwise made available directly or indirectly for the benefit of any Member, Director or employee of the Company or its activities. Notwithstanding the foregoing, the Company may make reasonable payment to any person for

services actually rendered by such person or for property actually transferred to the Company by such person.

7. The membership in the Company shall be limited to 50 persons or less. The liability of the members is limited.

8. Any invitation to the public to become members is prohibited.

9. The transfer of the interest of any member in the Company is prohibited without the prior consent of a majority of the Directors of the Company.

10. Each member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he, she or it is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he, she or it ceased to be a member, and of the costs and expenses of winding up and for adjustment of the rights or contributors among themselves, such amount as may be required, not exceeding the sum of \$1.00


WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

DATED at the City of Edmonton, in the Province of Alberta, this 3 day of June, 1999.

NAME	ADDRESS	OCCUPATION
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 Ted Ulmer	7100 Ada Boulevard Edmonton, Alberta T5B 4E4	<u>Business Administration</u> Occupation <u>President, Alberta</u> <u>British Columbia Westcoast</u> Occupation <u>Lutheran Church - Laska</u>
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 Harold Ruf	7100 Ada Boulevard Edmonton, Alberta T5B 4E4	
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 Steve Grande	Box 1383 Valleyview, Alberta T0H 3N0	<u>Pastor</u> Occupation
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WITNESS as to the above signatures

RONALD G. CHOWNE
Printed Name of Witness

10328-81 Avenue, Edmonton AB
Address of Witness T6E 1X2