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OFFICE OF THE REGISTRAR
OF COMPANIES
PROVINCE OF ALBERTA

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MEMORANDUM OF ASSOCIATION

- of -

BROOKVIEW COMMUNITY ASSOCIATION LTD.

FILED

OCT 17 1986

Registrar of Corporations
Province of Alberta

1. The name of the Company is "BROOKVIEW COMMUNITY ASSOCIATION LTD."
2. The objects for which the Company is established are:
 - 2.1 For the sole purpose of acting as a not-for-profit community league or association (for the lands presently owned by Genstar Corporation (Genstar) and Melcor Developments Ltd. (Melcor) which are to be subdivided and developed for residential use into a neighborhood to be known as Brookview) to acquire from Genstar and Melcor (or their successors) their entire interest in such fee simple parcels, encumbrances, easements, rights of way and surface amenities as the Board of Directors shall determine to be appropriate for recreational purposes only and not for profit in any event, such lands and amenities to be referred to herein as the "common lands and amenities";
 - 2.2 To acquire from Genstar for nominal consideration, all Genstar's right, title and interest in and to each rent charge in favour of Genstar registered against any lot within Brookview;
 - 2.3 To own, operate, maintain, expand and alter "common lands and amenities" and to enter into Agreements in connection therewith;
 - 2.4 To collect monies sufficient to fulfill the objects of the Company;
 - 2.5 Generally to act as a not-for-profit community league or association for Brookview;
 - 2.6 To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

The Company shall have all of the powers set out in Section 20(1) of the Companies Act.




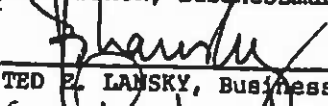
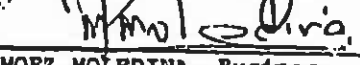
3. The liability of the members is limited.
4. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$1.00.
5. The Company shall apply the profits, if any, or any other income of the Company solely in promoting the objects of the Company and no dividend whatsoever or other distribution of the property of the Company shall ever be paid to its Members. Nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any servant of the Company in return for any service actually rendered to the Company, however, no Officer, Director or Member of the Company (and no relative thereof or corporation controlled by any Officer, Director or Member or relative thereof) shall be appointed to any salaried office in the Company, or any

office in the company paid by fees and no remuneration or other benefit in money or money's worth shall ever be given by the Company to any Member.

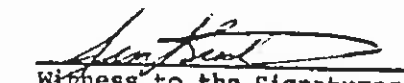
6. It is hereby declared that in the interpretation hereof the meaning of any of the objects of the Company shall be restricted to the specified objects set forth and all sub-paragraphs shall be construed in such manner as to restrict and not to widen the objects of the Company, the intention being that all monies received from the rent-charges shall be spent solely for the operation, maintenance, expansion and alteration of the Common lands and amenities.

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.

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

	G. DONALD PRICE, Businessman	201, 11086 - 156 Street, Edmonton, Alberta, T5P 4M8
	GARRY L. STEBNER, Businessman	201, 11086 - 156 Street, Edmonton, Alberta, T5P 4M8
	JOHN DIXON, Businessman	201, 11086 - 156 Street, Edmonton, Alberta, T5P 4M8
	TED E. LANSKY, Businessman	201, 11086 - 156 Street, Edmonton, Alberta, T5P 4M8
	MOEZ MOLEDINA, Businessman	201, 11086 - 156 Street, Edmonton, Alberta, T5P 4M8

DATED this 16 day of October, 1986.


Witness to the Signatures
of the Subscribers