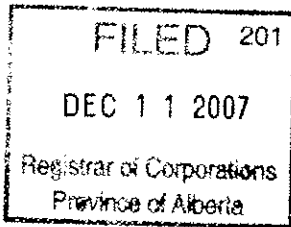


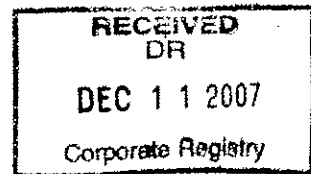
HUMANS HELPING HUMANS HOUSING FOUNDATION



BY-LAWS

ARTICLE I.

INTERPRETATION



1.01 DEFINITIONS. In these By-Laws, unless the context otherwise requires:

- (a) "Act" means Societies Act being Chapter S-18 of the Revised Statutes of Alberta, 2000, as amended from time to time, or any statute or statutes substituted therefore;
- (b) "Board of Directors" or "Board" means the Board of Directors from time to time of the Foundation;
- (c) "Foundation" means Humans Helping Humans Housing Foundation.

Words importing the singular gender include the plural and vice-versa; words importing gender include the masculine, feminine and neuter genders; and words importing person include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.02 HEADINGS. The headings used throughout these By-Laws 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 provisions.

ARTICLE II.

CORPORATE SEAL

2.01 CORPORATE SEAL. The corporate seal of the Foundation shall be in the form as approved by the Board of Directors from time to time. The corporate seal shall be kept in the custody of the Secretary or nominee of the Secretary, and shall be affixed to documents signed on behalf of the Foundation by the President, or by such other person or persons as may be specifically designated by the Board of Directors.

ARTICLE III.

MEMBERSHIP

3.01 VOTING MEMBERS. Any person residing in Drayton Valley or Brazeau County in Alberta and being of the full age of 16 years may become a voting member of the Foundation by a favorable vote passed by the Board of Directors, and upon payment of the membership fee. Infrequently, the Board may approve a membership for an individual who resides outside of Drayton Valley and Brazeau County. The membership fee, if any, shall be determined from time to time, by the Board. Any voting member in good standing shall be eligible to hold any office in the Foundation and shall be entitled to

receive notice and to attend all general meetings and special meetings of the Membership of the Foundation. Any voting member shall at all times act in accordance with the Bylaws and objectives of the Foundation.

3.02 HONOURARY MEMBERS. Any person or organization may become an honorary member by a favorable vote passed by the Board. Honourary members shall not be entitled to vote at any meeting of the Foundation, or to hold any office in the Foundation. Membership fees shall be waived for an honorary member.

3.03 WITHDRAWAL OF MEMBERSHIP. Any member wishing to withdraw from membership may do so upon giving notice in writing to the Board of Directors through its Secretary of his or her intention to withdraw from membership and shall cease to be a member upon that date therein specified or its earlier acceptance by the Board. If any voting member is in arrears with respect to payment of fees or assessments for any year, such voting member shall be automatically suspended at the expiration of six (6) months from the end of such year and shall thereafter not be entitled to membership privileges in the Foundation until paying all fees in arrears and being reinstated as a voting member in good standing.

3.04 CANCELLATION OF MEMBERSHIP. The voting members may, by a resolution passed by a majority of such members at a meeting called for such purpose, at any time cancel the membership of a member for any cause, which the Foundation may deem reasonable.

ARTICLE IV.

BOARD OF DIRECTORS

4.01 MANAGEMENT. The management of the affairs of the Foundation shall be vested in the Board of Directors. The Board may enact and enforce regulations regarding the management and operation of the Foundation, and such regulations shall be consistent with these By-Laws.

4.02 NUMBER OF DIRECTORS. The Board will consist of not less than five (5) directors, nor more than thirteen (13) directors. A director must be a voting member.

4.03 ELECTION AND TERM. The election of directors shall take place at the annual meeting of the members and those directors then in office, who have served their term as defined by the Executive Committee of the Board, shall retire, but if qualified, shall be eligible for re-election. At the first Annual Meeting all directors shall be elected, approximately one-half of all directors for a term of two years, and the remaining directors for a term of one year. At all subsequent Annual Meetings directors shall be elected for a term of two years. The number of directors to be elected at any such meeting shall be approximately equal to the number of directors retiring, as defined by the Executive Committee of the Board. A quorum of directors may fill a vacancy among the directors elected at the annual meeting of the members. If there is not a quorum of directors, the directors then in office shall forthwith call a special meeting of Members to fill the vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

4.04 APPOINTMENT OR ELECTION. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten (10) days after the appointment or election, if they acted as a director pursuant to the appointment or election.

4.05 RESIGNATION. A member of the Board of Directors may resign giving to the President of the Foundation a notice in writing to that effect.

4.06 REMOVAL OF DIRECTORS. The voting members may, by a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes of such members at a meeting called for such a purpose, remove any director before the expiration of his period of office for failure to attend a reasonable number of Directors' Meetings or General Meetings, for just cause, or any reason deemed by the other Directors. A vacancy created by the removal of a director may be filled by the voting members at the meeting at which the director is removed, or, if not so filled, may be filled by a quorum of directors.

4.07 MEETINGS OF DIRECTORS. Meetings of the Board shall be held as often as may be required, but at least once every three (3) months, and shall be called by the President. A special meeting of the Board must be called upon the written request of any two (2) directors provided they request the President in writing to call such a meeting and state the business to be brought before the meeting. Meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transacted at such a meeting shall be null and void unless ratified at the next regularly called meeting of the Board.

4.08 PLACE OF MEETINGS. Meetings of the Board may be held at any place within or outside the Province of Alberta.

4.09 MEETINGS BY TELEPHONE OR E-MAIL. If all the directors participating in a meeting consent, one or more directors may participate in a meeting of the directors by means of such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors held while a director holds office.

4.10 NOTICE. Notice of the time and place of each meeting of the directors shall be sent to each director by regular mail addressed to the director at his latest address as shown in the records of the Foundation not less than ten (10) days before the meeting or by telephone or by facsimile transmission or by electronic mail or any other means of communication not less than three (3) days before the meeting or by personal delivery. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing, if delivered by telephone or facsimile transmission or electronic mail or any other means of communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A director who participates in a meeting shall be deemed to have received notice thereof.

4.11 QUORUM. The quorum for the transaction of business at any meeting of the Board shall consist of more than half of the directors.

4.12 VOTES TO GOVERN. Each member of the Board of Directors shall have one (1) vote. Questions arising at any meeting of the Board shall be decided by a majority of the votes. In the case of an equality of votes, the motion under consideration will be deemed to have failed.

4.13 RESOLUTION IN WRITING. Notwithstanding anything to the contrary in these By-Laws, a resolution in writing signed by all of the directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

ARTICLE V.
EXECUTIVE COMMITTEE

5.01 PURPOSE. There shall be an Executive Committee of the Board of Directors to facilitate business of the Foundation.

5.02 COMPOSITION. The Executive Committee shall be composed of the appointed officers as defined in Section 6.01 of these By-Laws.

5.03 POWERS AND FUNCTIONS. The Executive Committee shall report to the Board of Directors. The Executive Committee may take action at any time in relation to any matter of any nature within the power and authority of the Board of Directors that requires attention before the date of the next meeting of the Board. Such action shall not involve any change of policy or the authorization of expenditure of an extraordinary nature.

5.04 TRANSACTION OF BUSINESS. The power of the Executive Committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the Executive Committee. Meetings of the Executive Committee may be held at any place within or outside the Province of Alberta.

5.05 PROCEDURE. Unless otherwise determined from time to time by the Board of Directors, the Executive Committee shall have the power to fix its quorum at no less than the majority of its members, to elect its chairman and to regulate its procedures.

5.06 RESIGNATION. A member of the Executive Committee may resign by delivering a notice in writing to that effect to the Board of Directors and the Board may fill the vacancy so created.

5.07 REMOVAL BY MEMBERS. The members of the Foundation may remove any member of the Executive Committee by a resolution passed by a majority of such members at a meeting called for such purpose, and the members may then fill the vacancy so created.

5.08 REMOVAL BY BOARD OF DIRECTORS. A member of the Executive Committee, except for the President, may be removed from the Executive Committee by a resolution passed by a majority of the Board of Directors at a meeting called for such purpose, and the Board of Directors may then fill the vacancy, which is so created.

5.09 REMUNERATION. Members of the Executive Committee of the Foundation shall serve without remuneration, but shall be entitled to be reimbursed for expenses reasonably incurred including the expenses of attendance at meetings.

5.10 TERMINATION OF COMMITTEE MEMBERSHIP. Any director who ceases for any reason to be a director shall, immediately upon ceasing to be a director, also cease to be a member of the Executive Committee and all other committees of directors.

ARTICLE VI.
OFFICERS

6.01 APPOINTMENT. The officers of the Foundation shall consist of a President, Vice-President, Secretary and Treasurer, and the chair of each committee established pursuant to Article VII herein. Such officers shall be appointed at a meeting of the Board of Directors to be held immediately following the annual meeting of the members.

6.02 PRESIDENT. The President shall be a director, and shall be charged with the general management and supervision of the affairs and operations of the Foundation. The President shall be an ex-officio member of all Committees. The President shall when present, preside at all meetings of the members of the Foundation and the Board of Directors.

6.03 VICE-PRESIDENT. The Vice-President shall be a Director and will support and replace the President anytime the President is unable to perform his/her duties.

6.04 SECRETARY. The Secretary shall be a director and shall be the Secretary of all meetings of the Board of Directors and of the members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall keep a record of all the members of the Foundation and their addresses, send all notices of meetings as required, and shall collect and receive the annual dues or assessments levied by the Foundation.

6.05 TREASURER. The Treasurer shall be a director and shall receive all monies paid to the Foundation and shall be responsible for the deposit of same in a Canadian chartered bank, trust company, credit union or treasury branch designated from time to time by the Board. The Treasurer shall properly account for the funds of the Foundation and keep such books as may be directed, and shall present a full detailed account of receipts and disbursements to the Board whenever required.

6.06 Removal of Officers. Officers may be removed from office in the same manner as Directors, as described in paragraph 4.06 herein.

ARTICLE VII.
COMMITTEES

7.01 APPOINTMENT. Committees for promoting the objects or functions of the Foundation may be appointed by the Board of Directors from time to time.

7.02 COMPOSITION. Every committee shall be composed of a chairperson who shall be a member of the Board of Directors and such other individuals, who may or may not be members of the Foundation, as may be required. The President shall be an ex-officio member of all committees.

7.03 TRANSACTION OF BUSINESS. The powers of a committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place within or outside the Province of Alberta. All committee resolutions must be ratified by the Board of Directors, or, in the alternative, by the Executive Committee of the Board of Directors, prior to any action being taken to give effect to such resolutions.

7.04 PROCEDURE. Unless otherwise determined from time to time by the directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its chairman and to regulate its procedures.

7.05 TERMINATION OF COMMITTEE MEMBERSHIP. Any chairperson who ceases for any reason to be a director shall, upon ceasing to be a director, thereupon also cease to be chairperson of a committee.

ARTICLE VIII.

PROTECTION OF DIRECTORS AND OFFICERS

8.01 LIMITATION OF LIABILITY. No director, officer or member of a committee of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Foundation, or for joining in a receipt or other act of conformity, or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Foundation, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Foundation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own willful neglect or default.

8.02 INDEMNITY. The members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the Foundation and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and all time be indemnified and saved harmless out of the assets and profits of the Foundation from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors, and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification which the members and former members of the Board of Directors, officers and former officers and members and former members of all committees of the Foundation may be entitled to at law or in equity.

ARTICLE IX.

MEETINGS OF THE MEMBERS

9.01 ANNUAL MEETINGS. The annual meeting of members of the Foundation shall be held on or before the 30th day of June in each year for the purpose of electing directors, if appropriate, and appointing auditors, and for the transaction of such other business as may properly be brought before the meeting. Notice of the Annual Meeting shall be provided in accordance with paragraph 9.04 of these By-Laws.

9.02 SPECIAL MEETINGS. A special meeting of the members shall be called by the President or Secretary upon receipt by either of them of a petition signed by one-third (1/3) of the voting members in good standing, setting forth the reasons for calling such meeting. Notice of the Special Meeting shall be provided in accordance with paragraph 9.04 of these By-Laws.

9.03 GENERAL MEETINGS. General meetings of the members of the Foundation may be called at any time by the Secretary upon instruction from the President or the Board. Notice of the General Meeting shall be provided in accordance with paragraph 9.04 of these By-Laws.

9.04 NOTICE. Notice of the agenda, time and place of each meeting of the members shall be sent to each member by regular mail addressed to the member at his latest address as shown in the records of the Foundation not less than fifteen (15) days before the meeting, or by electronic mail addressed to the member at his latest electronic mail address as shown in the records of the Foundation, or by telephone, or by any other means of communication not less than ten (10) days before the meeting. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing, if delivered by telephone or electronic mail or any other means of communication, such notice shall be deemed to have been received on the date of transmission or delivery. A member who participates in a meeting shall be deemed to have received notice thereof.

9.05 PLACE OF MEETINGS. Meetings of the members may be held at any place within or outside the Province of Alberta.

9.06 QUORUM. The quorum for the transaction of business at any meeting of the members shall consist of seven (7) voting members in good standing.

9.07 VOTING AND VOTES TO GOVERN. Any voting member who has not withdrawn from membership or whose membership has not been suspended or cancelled as herein provided shall have the right to vote at any meeting of the members. Every voting member shall have one (1) vote. Such votes must be made in person and not by proxy or otherwise. Questions arising at any meeting of the members shall be decided by a majority of the votes of the voting members. In the case of equality of votes, the motion under consideration will be deemed to have failed.

9.08 MEETINGS BY TELEPHONE. If all the voting members participating in a meeting consent, a member may participate in a meeting of the members by means of such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the members.

9.09 RESOLUTION IN WRITING. Notwithstanding anything to the contrary in these By-Laws, a resolution in writing signed by all of the members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

ARTICLE X.

FINANCIAL ARRANGEMENTS

10.01 AUDITOR. An auditor shall be appointed at every annual meeting of the members of the Foundation provided for in Section 9.01 of the By-Laws. A vacancy may be filled by the Board of Directors. A financial statement shall be prepared annually and duly audited by the auditor of the Foundation and such audited financial statement duly signed by the President and Treasurer and accompanied by a written signed report of the auditor shall be placed before the members at the next annual meeting of the members of the Foundation. The remuneration of the auditor shall be subject to the approval of the directors. At the Annual General Meeting, a resolution may be passed waiving the necessity of an auditor and appointing in lieu thereof an audit committee of three (3) Members or non-Members.

10.02 BANK ACCOUNTS. All monies received by the Foundation shall, promptly following their receipt, be deposited with the Drayton Valley Community Foundation, in an account designated for the Humans Helping Humans Housing Foundation until such time as it has attained charitable registration with the Canada Revenue Agency. Thereafter, all monies shall be deposited to the credit of the Foundation in a Canadian chartered bank, trust company, credit union or treasury branch designated from time to time by the Board of Directors.

10.03 SIGNING OFFICERS. Cheques drawn by the Foundation shall be signed by such persons as are designated from time to time by the Board of Directors.

ARTICLE XI.
REMUNERATION

11.01 REMUNERATION OF DIRECTORS, OFFICERS AND MEMBERS. Any director, officer or member shall be entitled to receive remuneration for services rendered to the Foundation subject to the discretion of the Board of Directors and where a director, officer or member shall be authorized to incur expense on or about the business of the Foundation, he or she shall be entitled to reimbursement by the Foundation.

ARTICLE XII.
BORROWING POWERS

12.01 AUTHORITY. For the purpose of carrying out its objectives, the Foundation may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the voting members of the Foundation, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined in the Act, of the voting members of the Foundation.

ARTICLE XIII.
FUNDRAISING

13.01 PURPOSES. The Foundation may carry out from time to time such reasonable fundraising efforts and projects deemed appropriate by the Board of Directors in support and furtherance of the Objects of the Foundation.

ARTICLE XIV.
BY-LAWS

14.01 AMENDMENTS. These By-Laws may be rescinded, altered or added to by a Special Resolution, as defined in the Act, of the voting members of the Foundation; provided that the members have received thirty (30) days written notice of the proposed rescission, alteration or addition. Members may by writing waive the notice required to be given pursuant to this paragraph if all the members entitled to attend and vote at the general meeting so agree.

ARTICLE XV.
BOOKS AND RECORDS

15.01 INSPECTION. Any and all books and records of the Foundation shall be open for inspection by any member of the Foundation at the annual meeting or at such other time upon giving reasonable notice to the officers having charge of the books and records.

ARTICLE XVI.
RULES OF PROCEDURE

16.01 RULES. The most recent edition of Roberts Rules of Order shall govern the proceedings of any meeting of the Board, Executive Committee, other committees, or meetings of the membership, including, but not limited to, Annual General Meetings and Special Meetings. In the event that Roberts Rules of Order conflict with these Bylaws, the latter shall prevail.

ARTICLE XVII.

DISSOLUTION

17.01 DISTRIBUTION. Upon the dissolution of the Foundation, the funds and assets of the Foundation shall not be distributed among any of the Members. After all debts have been paid or provision for their payment has been made, the assets remaining shall be paid, transferred and delivered to one or more registered charitable organizations or qualified donees in Canada as defined in the Income Tax Act of Canada as amended from time to time. Such registered charitable organization(s) will be chosen by resolution of the Members of the Foundation.

Dated November 29, 2007.

Signature: [Signature]

Address: Box 7770 D.V.

Print Name: AMMED HANOU

AB T7A 1S8

Signature: [Signature]

Address: 5116 43 AVE.

Print Name: ROBERT CAETHM

DRAYTON VALLEY, AB T7A 1T7

Signature: [Signature]

Address: 5411 43 ave

Print Name: Debra Bossert

Drayton Valley, AB T7A 1K5

Signature: [Signature]

Address: 4051 MEIER AVE

Print Name: TERRY KILBORN

DRAYTON VALLEY, AB T7A 1B3

Signature: [Signature]

Address: 3937 44A AVE.

Print Name: CAROLAN A DYCK

DRAYTON VALLEY AB. T7A 1V9

Witness: [Signature]

Name: Glenn McLean

Address: Box 6777, Drayton Valley, AB, T7A 1S2