5-22261



Province of British Columbia Ministry of Finance and Corporate Relations REGISTRAR OF COMPANIES

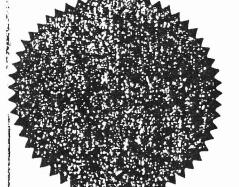
SUCIETY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

SUNSHINE COAST SALMONID ENHANCEMENT SOCIETY

HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT.



GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 24TH DAY OF MARCH, 198

DE KT. IN RE

M'. A. JURRE DE ST. JUKRE REGISTRAR DE COMPANIES Form 3 (Section 3)

I HEREBY CERTIFY THAT THESE ARE COPIES OF DOCUMENTS FILED WITH THE REGISTRAR OF COMPANIES ON

SOCIETY ACT

CONSTITUTION

PEGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

The name of the Society is: SUNSHINE COAST SALMONID ENHANCEMENT SOCIETY

- 2. The purposes of the Society are:
 - (a) to assist, encourage and promote the Salmonid Enhancement in the streams of the Sunshine Coast;
 - (b) to provide educational services to the general public respecting Salmonid Enhancement;
 - (c) to apply for, raise and receive grants, gifts, legacies, devises and bequests and to hold, administer, invest, expend or deal with the same in furtherance of the purposes of the Society;
 - (d) to do all such other acts and things as are conducive to the attainment of the purposes of the Society.
- 3. The Society shall be carried on without purpose of gain for its members and any and all profits or other accretions to the Society shall be used for promoting its purposes.
- 4. In the event of the winding up or dissolution of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities shall be given or transferred to some other organization or organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding-up or dissolution, but in the event that the foregoing provisions cannot be effected, such funds shall be given or transferred to some other organization or organizations.
- 5. This clause 5 and clauses 3 and 4 are unalterable.

BY-LAWS

BY-LAW I

DEFINITIONS AND INTERPRETATION

- 1.01 Any words or phrases defined in the Society Act shall if they are not inconsistent with the subject or context hereof, bear the same meanings in these By-laws.
- 1.02 "Directors" means the Directors of the Society for the time being.
- 1.03 "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- 1.04 Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography and other modes of representing or reproducing words in a visible form.
- 1.05 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
- 1.06 The Rules of Construction contained in the Interpretation Act shall apply, mutatis mutandis, to the interpretation of these By-laws.

BY-LAW II

MEMBERSHIP

2.01 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these By-laws and, in either case, have not ceased to be members.

2.02 <u>Categories of Members</u>

The categories of members are:

a) Full Members - any individual, corporation, partnership or proprietorship may apply for Full Membership;

2.03 Representatives

Every partnership or corporate member shall appoint in writing a natural person and, if desired, an alternate natural person, as representative of the partnership or corporation in the Society and may from time to time remove such representative and appoint another representative.

2.04 Approval of Application

All applications for membership shall be subject to approval by the Board of Directors who shall satisfy themselves as to the bona fides of the applicant. The Directors shall have sole discretion to accept or reject any application for membership in the Society. Upon acceptance by the Board of Directors, the applicant shall be a member.

2.05 Obligations of Membership

Every member shall uphold the Constitution and comply with these By-laws and all rules and regulations from time to time passed by the Directors.

2.06 <u>Withdrawal</u>, Suspension and Expulsion of Members

- (a) A person shall cease to be a member of the Society
 - By delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (ii) On his death or in the case of a corporation or partnership on dissolution;
 - (iii) On being expelled.
- (b) The Society may by special resolution suspend or expel any member for conduct contrary to the best interests of the Society. The member concerned shall be given proper notice of the meeting at which the vote is to be taken and shall be entitled to appear and address the meeting but shall not be allowed to vote, or if such member being otherwise entitled to vote does vote, such vote shall not be counted.
- Any member who shall not have paid within three months of it becoming due and owing, any sum of money by way of dues or assessments, may be suspended from membership in the Society by the Board of Directors. Notice of such suspension shall be given to the member in writing. If a suspended member fails to pay any such sum within six months after it became due and owing, the Board of Directors may expel the suspended member. A suspended member may not vote or exercise any rights of membership or otherwise participate in the affairs of the Society unless the Board of Directors so direct. A suspended member remains liable for all dues and assessments due on or accruing due to the date of his or its expulsion.

- (d) All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
- 2.07 Non-transferability of Membership

Membership in the Society is non-transferable.

2.08 Fees, Dues and Assessments

Directors may from time to time determine the amount payable by each Full Member, as a membership fee and as annual dues. Any such determination shall only have force until the next annual general meeting of the members unless in the meantime sanctioned at a general meeting of members.

BY-LAW III

GENERAL MEETING

- 3.01 The annual general meeting of the Society shall be held once each calendar year and not later than 15 months from the previous annual general meeting at such time and place within the Province of British Columbia as the Directors may decide.
- 3.02 General meetings of the Society may be called at any time by the Directors. In addition, ten percent (10%) or more of the Full Members may at any time, by notice in writing specifying the purpose of the meeting, such notice to be signed by them and delivered to the Secretary of the Society, require the Directors to call a general meeting of the Society, and the Directors shall thereupon immediately call a general meeting of the Society.
- 3.03 General meetings of the Society may be called by written notice mailed at least fourteen (14) days before the date of the meeting. Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business, the nature of that business.
- 3.04 Subject to the provisions of the Society Act, any general meeting of the Society may be held at any time and place without notice if all of the members entitled to vote thereat either consent in writing to the holding of the meeting or are present in person or by proxy or, if a partnership or body corporate, by representative.
- 3.05 The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any member shall not invalidate proceedings at any meeting.

- 3.06 Each Full Member in good standing of the Society shall at all meetings of the Society at which he is present in person or by proxy or, if a partnership or body corporate, by representative, be entitled to one vote on each resolution before the meeting.
- 3.07 A Full Member shall be entitled to appoint a proxy holder to attend, act and vote for him at a meeting of the Society in his stead. Every proxy is valid for one meeting and any adjournment of that meeting.
- 3.08 A valid proxy shall be given in writing, and shall have all the privileges of a Full Member present provided it is signed and dated by the member giving the proxy, and brought to the meeting in respect of which the person named in the instrument is appointed.
- 3.09 Every proxy may be revoked by instrument in writing executed by the member giving the same and delivered to the Chairman of the meeting before the vote in respect of which the proxy is to be used shall have been taken.
- 3.10 In case of an equality of votes the Chairman shall not have a casting vote in addition to the vote to which he is entitled as a member.
- 3.11 All members of the Society, whether or not entitled to vote, shall be entitled to attend and speak at any general meeting of the Society.
 - 3.12 Any general meeting of the Society may be adjourned to any time or from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting at which such adjournment was first made and no notice shall be required of any such adjournment which may be made notwithstanding that no quorum was present.
 - 3.13 At all general meetings of the Society every question shall be decided by a simple majority of the votes of members entitled to vote who are present in person or by proxy or, if a partnership or body corporate, by representative unless otherwise required by these By-laws or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member or representative entitled to vote. Upon a show of hands, every member or representative entitled to vote shall have one vote, and unless a poll be demanded a declaration of the Chairman of the meeting that a resolution has been passed or not passed and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, such poll shall be taken in such manner as the Chairman of the meeting shall direct and a result of such poll shall be deemed a decision of the meeting upon the matter in question.

- 3.14 (a) Quorum shall consist of three full members present in person or by proxy or, if a partnership or body corporate, by representative, or a greater number that the members may determine at a general meeting.
 - (b) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.
- 3.15 The president of the Society shall act as Chairman at all meetings of the Society, and in his absence one of the vice-presidents, as may be agreed by the remaining Directors.
- 3.16 If at a general meeting
 - (a) There is no president, or vice-president present within thirty minutes after the time appointed for holding the meeting; or
 - (b) The president and all vice-presidents present are unwilling to act as Chairman;

the members present shall choose one of their number who is eligible to be a Director to be the chairman of the meeting.

BY-LAW IV

DIRECTORS

- 4.01 There shall be a Board of Directors, not being less than five (5) in number, or a greater number determined from time to time at a general meeting.
- 4.02 The management and administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authorities given by these By-laws, or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such acts and things on its behalf as are not by the Society Act, the Constitution or By-laws of the Society required to be exercised or done by the Society at a general meeting, and the Directors shall have full power to make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the Constitution of the Society and the By-Laws.
- 4.03 No Directors shall be paid for services as a Director, but any expenses incurred by a Director on behalf of the Society may be defrayed by the Society with the approval of the Board of Directors.
- 4.04 A person to be eligible to be a Director, shall be a Full Member or a nominee or representative of a Full Member.

- 4.05 The first elected Board shall be elected for one year and thereafter each new Director shall be elected for a two year term.
- 4.06 (a) A Director may at any time resign by notice in writing delivered to the Secretary.
 - (b) Each Director shall retire from office at the annual general meeting which follows the expiration of his term, and at such meeting his successor shall be elected.
 - (c) A Director may be removed before the expiration of his period of office by special resolution.
- 4.08 Elections may be by acclamation, otherwise they shall be by ballot, and held at a general meeting.
- 4.09 If no successor is elected the Director previously elected continues to hold office, unless he is ineligible as having served two consecutive terms.
- 4.10 (a) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
 - (b) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
 - (c) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

BY-LAW V

PROCEEDINGS OF DIRECTORS

- 5.01 The president shall be Chairman of all meetings of the Directors, and in his absence one of the vice-presidents, as may be agreed by the remaining Directors.
- 5.02 The quorum necessary for the transaction of business of the Directors shall be three Directors present.

- 5.03 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall not have a second or casting vote. Meetings of the Directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Directors may by resolution from time to time determine, provided that no notice of the meeting following the annual general meeting is necessary.
- 5.04 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
- 5.05 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) No notice of meetings of Directors shall be sent to that Director, and
 - (b) Any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 5.06 No formal notice of any meeting of the Directors of the Society shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.
- 5.07 Meetings of the Directors may be called by the chairman or a vice-chairman or by the Secretary on the direction of any two Directors.
- 5.08 A Director may participate in a meeting (at which at least two Directors are present in person) of the Board of Directors or of any committee of the Directors by means of conference telephones or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this By-law shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.
- 5.09 A resolution in writing signed by three-fourths of the Directors and placed within the minutes of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

- 5.10 Any Director of the Society may file with the Secretary a document executed by him waiving notice of any past, present, or future meeting or meetings of the Board of Directors being, or required to have been, sent to him and may at any time withdraw such waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such Director of any meeting of the Board of Directors.
- 5.11 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 5.12 Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors, administrators and estate respectively shall from time to time and at all times, subject to the provisions of the Society Act, be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all of their costs, charges and expenses with which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful act or default.
- 5.13 No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

BY-LAW VI

OFFICERS

- 6.01 The Directors shall elect from amongst themselves a President, Secretary and Treasurer, and the other Directors shall be Vice-Presidents. All officers shall hold office until their successors are duly elected, subject to removal from office by the Board of Directors at any time with or without cause and with or without notice. Any two (2) offices in the Society may be held by the same individual.
- 6.02 The President shall preside as Chairman at all meetings of the members and of the Directors of the Society. If the President is not present within fifteen (15) minutes after the time appointed for holding any meeting or, if present, is unwilling to act as Chairman the members present shall choose one of the Vice-Presidents, or if no Vice-President is present or willing to act, another member who is eligible to be a Director, to be Chairman of the meeting.

6.03 The Secretary shall

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of members.
- 6.04 The Treasurer shall prepare or cause to be prepared, maintain and have charge of the financial books and records of the Society and shall record or cause to be recorded therein all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure took place, the assets and liabilities of the Society and all other transactions affecting the financial position of the Society.
- 6.05 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- 6.06 The duties and functions of other officers shall be as determined from time to time by the Board of Directors.
- 6.07 The Board of Directors may at their discretion engage the services of an Executive Director and fix the remuneration, if any, to be paid to him from time to time. The Executive Director shall perform such duties, including implementing policies initiated by the Board of Directors and supervising the activities of the staff of the Society, if any, as the Board of Directors may commit to him.

BY-LAW VII

COMMITTEES

7.01 The Directors may by resolution appoint:

(a) committees consisting of such member or members of their body as they think fit and may delegate to any such committee between meetings of the Board of Directors such powers of the Board (except the power to change the membership of or fill vacancies in any such

- committee and the power to appoint or remove officers appointed by the Board) subject to such limitations as may be prescribed in such resolutions; and
- (b) such other committees consisting of such member or members of the Society, who need not be members of the Board of Directors, for such purposes as the Directors shall think fit, but may not delegate to any such committee any of the powers of the Board of Directors.
- 7.02 All other committees aforesaid so appointed shall keep regular minutes of their transactions and meetings and shall cause them to be recorded in books kept for that purpose and shall report the same to the Board of Directors at such times as the Directors may from time to time require. The Directors shall also have the power at any time to revoke or override any authority given to or acts to be done by any such committee except as to acts done before such revocation. Such committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. Subject as aforesaid, a majority of the members of such a committee shall constitute a quorum thereof.
- 7.03 The committees aforesaid may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of such committee present, and in case of an equality of votes the chairman shall not have a second or casting vote. A resolution approved in writing by all the members of the Executive Committee or any other such committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.
- 7.04 A committee shall elect a chairman of its meeting; but if no chairman is elected, or if at any meeting the chairman is not present within thirty minutes (30) after the time appointed for holding the meeting, the members of the committee present shall choose one of their number to be chairman of the meeting.
- 7.05 No resolution proposed at a meeting of a committee of Directors need be seconded and the chairman of the meeting may move or propose a resolution.

BY-LAW VIII

INSPECTION BY MEMBERS

8.01 The Directors shall from time to time determine whether and to what extent and at what times and places and under which conditions or regulations the accounts, books and records of the Society or any thereof shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account, book or record of the Society except as conferred by law or authorized by the Directors or by

resolution of the members, whether previous notice thereof has been given or not.

BY-LAW IX

ACCOUNTS

- 9.01 The Directors shall cause true accounts to be kept of:
 - (a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
 - (b) the assets and liabilities of the Society;
 - (c) all other transactions affecting the financial position of the Society.
- 9.02 The members may appoint an auditor (not being a Director, officer, manager or employee of the Society or any person who is a partner of, or in the employment of, any of the aforesaid) to hold office for such period and at such remuneration as the Board of Directors may determine.
- 9.03 Any auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of the auditor.
- 9.04 Any auditor of the Society is entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by him are to be laid before the members for the purpose of making any statement or explanation he desires in respect to such accounts.
- 9.05 The Directors shall lay before the members of the Society at each annual general meeting a financial statement of the Society prepared as of the last day of the last completed fiscal year, which statement shall include a balance sheet and statement of income and expenditure and shall be audited and signed by the auditor of the Society, or, if there is no auditor, by two (2) Directors.
- 9.06 The fiscal year of the Society shall terminate on such date in each year as the Board of Directors may from time to time determine.

BY-LAW X

BORROWING

10.01 For the purposes of carrying out the objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as

they think fit, and in particular but without limitation, the Directors may from time to time:

- (a) borrow money on the credit of the Society; and
- (b) issue, sell or pledge securities of the Society; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society;

provided that debentures of the Society shall not be issued without the sanction of a special resolution of the Society.

10.02 From time to time the Directors may authorize the Executive Director, any Director, officer or employee of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

BY-LAW XI

INVESTMENT OF FUNDS

11.01 The funds of the Society not required for immediate use may be kept on deposit in a chartered bank governed by the Bank Act of Canada or a credit union governed by the Credit Union Act of the Province of British Columbia or may be invested in securities in which trustees are for the time being authorized by law to invest.

BY-LAW XII

THE SEAL

12.01 The seal of the Society shall be under the custody of the Secretary of the Society and shall not be affixed to any instrument except by and in the presence of the President or a Vice-President and the Secretary or the Treasurer or in the presence of such officer, officers, Director or Directors as may be prescribed in a resolution of the Directors.

BY-LAW XIII

NOTICES

13.01 Any notice, required or permitted to be given under the provisions of these By-laws shall be in writing and shall be given by personal service, telex, telegram, or by mail, with postage fully prepaid, to be addressed to the intended recipient at his address as the same appears on the books of the Society. A notice delivered personally or by telex or telegram shall be deemed to have been received by and given to the addressee on the day of delivery. A notice mailed as aforesaid shall be deemed to have been received by and given to the addressee on the third business day following the date of mailing, except in the event of any disruption of postal service, in which event the notice shall be delivered personally or given by telex or telegram.

BY-LAW XIV

BY-LAWS

14.01 On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and By-laws of the Society.

14.02 These By-laws shall not be altered or added to except by special resolution.

Dated the	144	Day of	· Francisco	, 1987.
WITNESSES				APPLICANTS FOR INCORPORATION
WITNESS	Cher		_) _))	GRANT McBAIN 885-7777 Marble Road, Box 2396 Sechelt, B.C. VON 3A0

ALISON R. LEDUC
Barrister & Schictter
Suite 215. Cedar Mana, Box 649
Gibsons, B.C. VCN 1VO - 886-2207



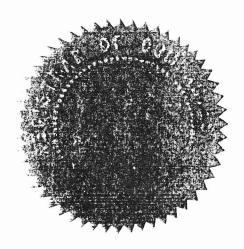
CERTIFICATE OF CHANGE IN CONSTITUTION

SOCIETY ACT

CANADA PROVINCE OF BRITISH COLUMBIA

I Hereby Certify that SUNSHINE COAST SALMONID ENHANCEMENT SOCIETY has changed its constitution by changing its purposes to the following:

- 2. (a) to assist, encourage and promote the Salmonid Enhancement in the streams of the Sunshine Coast;
 - (b) to provide educational services to the general public respecting Salmonid Enhancement;
 - (c) to apply for, raise and receive grants, gifts, legacies, devises and bequests and to hold, administer, invest, expend or deal with the same in furtherance of the purposes of the Society;
 - (d) to do all such other acts and things as are conducive to the attainment of the purposes of the Society.
 - (e) To acquire, construct, lease, and maintain real and personal property for the use of the Society and for the use of other related and associated organizations and for public use.



Issued under my hand and Seal of Office at Victoria, British Columbia, on January 14, 1994

JOHN S. POWELL Registrar of Companies

FORM 10

Certificate of Incorporation NO: S22261

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of a Special Resolution passed in accordance with the bylaws of the society on 1993.

RESOLVED, as a Special Resolution, that:

- 1. The following be added to the Constitution of the Society as paragraph 2(e):
 - "2(e) To acquire, construct, lease, and maintain real and personal property for the use of the Society and for the use of other related and associated organizations and for public use."

Certified a true copy this

day of

, 1993.

SUNSHINE COAST SALMONID ENHANCEMENT SOCIETY

PRESIDENT

Relationship to Company

cor/salspec.doc

THE FOLLOWING

1) 12 ECTO 125

ABOVE AMENDMENT.

I HEREBY CERTIFY THAT THIS IS A COPY OF A DOCUMENT FILED WITH THE REGISTRAR OF COMPANIES ON

FOR REGISTRAR OF COMPANIES FOR THE PROVINCE OF BRITISH COLUMBIA

FORM 10

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Certified a true copy this 5 day of June

, 1992.

SUNSHINE_COAST SALMONID ENHANCEMENT SOCIETY

WILLIAM G. CHINNICK

PRESIDENT

Relationship to Company

cor/salspec.doc

Form 3 (Section 3)

I HEREBY CERTIFY THAT THESE ARE COPIES OF DOCUMENTS FILED WITH THE REGISTRAR OF COMPANIES ON

SOCIETY ACT

CONSTITUTION

MAR 2 4 1987

PEGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

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- 2. The purposes of the Society are:
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- 3. The Society shall be carried on without purpose of gain for its members and any and all profits or other accretions to the Society shall be used for promoting its purposes.
- 4. In the event of the winding up or dissolution of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities shall be given or transferred to some other organization or organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding-up or dissolution, but in the event that the foregoing provisions cannot be effected, such funds shall be given or transferred to some other organization or organizations.
- 5. This clause 5 and clauses 3 and 4 are unalterable.