


(NAME OF THE COMPANY)

Cascades Club Inc

BY-LAW AND RESOLUTION

 NATIONAL BANK OF CANADA

(6-479) WAKEFIELD

(Centre Gatineau) — P.O. 1001360

JOINT STOCK COMPANIES

By-Law to authorize the DIRECTORS to borrow and pledge

Cascades Club

Inc
LTD.

Authorized Capital \$ 10,000.00 [±]

Subscribed Capital \$

Capital Paid-up \$

INCORPORATED UNDER THE COMPANIES ACT OF *Saskatchewan*

BY-LAW No. *1*

BE IT ENACTED THAT: —

The Directors are hereby authorized from time to time:

(a) To borrow money and obtain advances upon the credit of the Company, from NATIONAL BANK OF CANADA at such time, in such amounts, and on such terms as they may deem proper, either by discounting or causing to be discounted negotiable paper or instruments made, drawn, accepted or endorsed by the Company, by overdraft, by arranging for credits, or by way of loans, advances and otherwise howsoever;

(b) As security for any such discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Company to the Bank, and interest thereupon, to hypothecate, mortgage, pledge and give to the said Bank, all or any of the stocks, bonds, debentures, negotiable instruments, agreements, and personal property of the Company; and to assign, transfer or give and cause to be assigned, transferred, or given to the Bank, warehouse receipts, bills of lading, insurance policies, securities under the Bank Act, mortgages, pledges, agreements, or other collateral securities, assignments, promises to give security under the Bank Act,

promises to give warehouse receipts ^{and} bills of lading, covering all or any of the real or personal property of the Company and, at any time, to renew, alter, vary same or substitute others.

(c) To authorize from time to time, by resolution or By-Law of the Board, any Director or officer, any clerk, cashier, or other employee of the Company, or any person, whether connected with or employed by the Company or otherwise as the Directors may at their discretion deem proper, to manage, transact and settle the banking business of the Company; and to sign, accept, draw, endorse and execute on behalf and in the name of the Company, all such documents mentioned in the previous paragraph and any other document or instrument that may become necessary or useful in connection with the Company's banking business; and to sign and give receipts for cheques and vouchers surrendered to the Company and to certify all or any accounts with National Bank of Canada.

(d) To delegate to one or more persons all or any of the powers hereby conferred upon the Directors.

This By-Law shall continue in force as between the Company and the Bank until written notice of the cancellation or alteration thereof shall have been given to the said Bank and acknowledged by the latter.

Signed by order of the Board.

Gail Saunders
Secretary

A. B. Bannister
President or Director

CERTIFICATE

We, the undersigned, hereby certify that the foregoing By-Law was adopted by the Shareholders of the Company at a special meeting duly called for considering the said By-Law, and held on the 25th day of August 19 79 and at which were present or represented shareholders holding at least two-thirds in value of the subscribed capital stock of the Company.

WITNESS our hands and the seal of the Company, this 16th day of October 19 80

Gail Saunders
Secretary

A. B. Bannister
President or Director

N.B. — All companies must exercise the power to borrow strictly in accordance with the rules and formalities laid down in the Act, either Special or General, under which they are incorporated and subject to the restrictions and rules, if any, imposed by the Letters Patent, Charter or Articles of Association of the Company.

Resolution of Directors re Banking Account and Securities.

Cascade Club

In.
Company, Limited.

At a meeting of the Board of Directors, duly held on the *22*
day of *September* 19*80* pursuant to By-Law No. *1* passed
by the Shareholders of the Company;

IT WAS UNANIMOUSLY RESOLVED:

1.—THAT National Bank of Canada be and is hereby appointed the Banker of the Company, and is hereby authorized to pay and honour all cheques, drafts, acceptances, promissory notes, bills of exchange, orders for the payment of money and other negotiable instruments made, signed, drawn, accepted or endorsed by

J. President, Vice President, Secretary, Treasurer

and further, National Bank of Canada is also authorized to accept for deposit to the credit of the Company all cheques, drafts, notes, bills and other negotiable instruments endorsed in the name of the Company by

2 signatures required

2.—THAT

same officers

be, and they are hereby authorized, on behalf of the Company, to exercise the rights and powers mentioned in paragraphs *a* and *b* of said By-Law aforesaid and more particularly to make arrangements or agreements with the Bank or its officers, as to the advances, loans, credits and discounts, including overdrafts, to and for the Company, and to manage and transact and settle all banking matters or banking business whatsoever with the said Bank or with its officers and as security for any such discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Company to the Bank, and interest thereupon, to hypothecate, mortgage, pledge and give to the said Bank, all or any of the stocks, bonds, debentures, negotiable instruments, agreements, and personal property of the Company; and to assign, transfer or give to the Bank warehouse receipts, bills of lading, insurance policies, securities under the Bank Act, mortgages, pledges, agreements or other collateral securities, assignments, promises to give security under the Bank Act, promises to give warehouse receipts—^{and} or bills of lading covering all or any of the real or personal property of the Company, and, at any time, to renew, alter, vary same or substitute others.

3.—THAT the said officers and *signature* be and they are hereby authorized, jointly or separately, to receive all or any paid up cheques and vouchers from National Bank of Canada; and on behalf and in the name of the Company to certify all or any accounts with the said Bank.

4.—THAT all negotiable instruments, securities, deeds and documents signed, made, drawn, accepted, or endorsed as aforesaid shall be valid and binding upon the Company.

5.—THAT the Bank be furnished with a list of the names of the Directors, Secretary and other officers of the Company authorized to sign for it, together with specimens of their signatures and that the said Bank be in due course informed in writing of any change of such officers.

6.—THAT this resolution be communicated to the said Bank, and remain in force until notice in writing to the contrary be given to the said Bank and acknowledged by it.

7.—THAT the President or a Director and the Secretary be authorized to certify the present resolution and the By-Law No. *1* above referred to.

CERTIFICATE

We, the undersigned, hereby certify that the foregoing resolution was duly passed at a meeting of the Board of Directors of *Cascade Club Inc* Company, duly held

this *22* day of *September* 19*80*

WITNESS our hands and seal of the Company at *Whitby*
this *16* day of *October* 19*80*

Stan Saunders
Secretary

R. Suter
President or Director

AGREEMENT AS TO THE
OPERATION AND VERIFICATION OF AN ACCOUNT
WITH
BANK CANADIAN NATIONAL

In order to insure the sound operation of any account which the undersigned (hereinafter called the "Customer") now has or may hereafter have with any branch or agency of Bank Canadian National (hereinafter called the "Bank") and in consideration of banking services to be supplied from time to time, the Customer agrees with the Bank as follows:

1.- The Customer authorizes the Bank to debit his account before, at and after maturity, with any and all cheques, notes, drafts, bills of exchange and negotiable instruments (hereinafter referred to as "instruments") bearing his signature or that of his authorized representative, for whatever reason and in whatever capacity and which are now or may at any time hereafter be held by or presented at any branch or agency of the Bank.

2.- The Customer waives protest and notice of protest and also notice of non-acceptance and non-payment of instruments and also releases the Bank from any obligation to present for acceptance or for payment the said instruments even where other persons may be involved.

3.- The Customer agrees and undertakes to use without change the appropriate cheque forms that will be made available to him for the type or types of account that he may have at each place and to inscribe the appropriate account number, if any, and he relieves the Bank of any responsibility for refusing to honour any cheque which has been altered, with or without his consent, or which does not bear the appropriate account number.

4.- The Customer shall be responsible for the payment of instruments deposited to his credit and, moreover, he confers upon the Bank or upon any of its employees the right as his attorney to endorse his name on instruments deposited to his account.

5.- a) The Bank may send by mail or deliver to the Customer or to his duly authorized representative all statements of account and cheques and other vouchers relating thereto, and the Customer shall then examine the said cheques and vouchers as to their contents and also all the credit and debit entries appearing on the said statements of account, and shall notify the Bank in writing within thirty (30) days from the date of each mailing or delivery, of all errors, irregularities or omissions which may appear on or from such cheques, vouchers and/or statements of account.

b) The Customer expressly agrees that the exhibition by the Bank of the Delivery and Mailing Record relating to the said cheques, vouchers and statements shall, when signed by him or his duly authorized agent in case of delivery, or when initialed by an employee of the Bank in case of mailing, conclusively prove such deliveries, mailings and receipt by the Customer of the said cheques, vouchers and statements as of the date shown in the said Delivery and Mailing Record. At the end of the 30-day period it shall be conclusively settled that the cheques and vouchers delivered or mailed to the Customer are authentic, unaltered, signed by or for the Customer and properly charged to his account, and the Bank will be free from all liability and all recourse against it arising from the said cheques and vouchers as well as from the entries shown on the statements of account except as to any error, irregularity or omission previously brought to the attention of the Bank in writing as aforesaid and except as to payments made on forged or unauthorized endorsements. If the Customer fails to take delivery at the Bank of the statements and vouchers within 30 days after they become available, the Bank is hereby authorized to send them by mail. In all cases where mail deliveries are provided for by this agreement, the Customer appoints the Postal Service as his agent, and any dispatch may be made by ordinary mail addressed to the Customer's last address appearing on the Delivery and Mailing Record.

6.- The Customer authorizes the Bank to debit his account at its discretion with any sums it deems appropriate to cover usual fees and expenses for the operating of the account. Moreover, any overdraft of the account shall bear interest at the rate fixed by the Bank in such cases, and such interest shall be debited to the account of the Customer.

This agreement shall be binding until such time as the Bank receives written notice of its termination and, where the Customer maintains more than one account with the Bank, it shall apply to each and every one of them.

Dated at Cascades this 26 day of September 1980

Signed in the presence of
Carol Kranenburg.


[Signature]
Signature
+ H. Sauter
+ G. Saunders
+ J. E. Kane

WITNESSES:
Carol Kranenburg

(Seal)

NAMES OF DIRECTORS AND OFFICERS

The Manager

 Bank Canadian National

...Wakefield, Que.....

I hereby certify the following to be the Directors and Officers of
.....
The Cascades Club Inc.
.....

namely:—

DIRECTORS

President..... Keith Saunders.....

Vice-President..... Judy Grant.....

Secretary..... Gail Saunders.....

Others:..... John Kranenburg.....

..... Preston Wilson..... David Ross.....

..... Don Johnson..... Alan Hopkins.....

..... Glenn Payne.....

..... Bob Williams.....

OFFICERS

Title

Name

Same as above

Dated at Cascades this 26 day of September 1980

(SEAL)


.....
(Secretary)

RESOLUTION OF AN INCORPORATED COMPANY OR A CORPORATION for leasing of

a Safety Deposit Box and Control and Access thereto.

At a meeting of the Board of Directors of Cascades Club Inc. (name of the company or the corporation)

duly held on the September day of 22 1980.

IT WAS UNANIMOUSLY RESOLVED:

1- That this corporation do lease a safety deposit box from Bank Canadian National (company or corporation)

in its premises at Wakefield

and that President & Treasurer

be and he is/they are hereby authorized, on behalf of the corporation to sign the (company or corporation)

lease for such purpose upon such terms and conditions and for such rental as may be agreed between him/they and the said Bank and to terminate that lease.

2- That a certified copy of this resolution be handed to Bank Canadian National and remain in force until notice in writing to the contrary be given to the said Bank and acknowledged by it.

CERTIFIED TRUE COPY of the resolution passed by the Board of Directors of this corporation (company or corporation)

at a meeting held this 16 day of October 1980.

[Signature]
(Secretary)
(Treasurer)

[Signature]
(President or Director)

SEAL

1- That President, Vice President, Treasurer

Secretary (1 signature required)

be and he is/they are hereby authorized to have access to and control of the contents of the safety

deposit box leased by this corporation (company or corporation)

2- That a certified copy of this resolution be handed to Bank Canadian National and remain in force until notice in writing to the contrary be given to the said Bank and acknowledged by it.

CERTIFIED TRUE COPY of the resolution passed by the Board of Directors of this corporation (company or corporation)

at a meeting held this 16 day of October 1980.

[Signature]
(Secretary)
(Treasurer)

[Signature]
(President or Director)

SEAL

Specimen signature(s) of the within mentioned person(s) authorized

{ see card }

Insert title of officer(s) or name of person(s) authorized

Insert title of officer(s) or name of person(s) authorized