RESOLUTION OF {{director\_list|plural("THE SOLE DIRECTOR/ALL OF THE DIRECTORS")}} OF {{corp.name|upper}} (THE "CORPORATION") MADE ON {{corp.incorp\_date|toDate('June 3, 1990')|upper}}

|  |
| --- |
|  |

WHEREAS the Corporation was incorporated under the *Business Corporations Act* (the “**Act**”) for the Province of {{corp.incorp\_prov}}; and

AND WHEREAS the Act requires certain organizational details of the Corporation to be documented.

NOW, THEREFORE, BE IT RESOLVED THAT:

**1. CHARTER DOCUMENTS:**

The Articles of Incorporation registered on the Corporate Registry System on {{corp.incorp\_date|toDate('June 3, 1990')}} and the Certificate of Incorporation issued by the Registrar of Corporations certifying that the Corporation has been duly incorporated under the Act for the Province of {{corp.incorp\_prov}}, are hereby approved and adopted.

**2. SHARE CERTIFICATES:**

{%p if common\_voting\_tf %}

## {{common\_voting\_num}} The form of share certificate for the {{common\_voting\_class\_list|merge("a, b, and c")}} in the capital of the Corporation, attached hereto as Schedule “A”, be and the same is hereby approved.

{%p endif %}

{%p if common\_non\_voting\_tf %}

## {{common\_non\_voting\_num}} The form of share certificate for the {{common\_non\_voting\_class\_list|merge("a, b, and c")}} in the capital of the Corporation, attached hereto as Schedule “B”, be and the same is hereby approved.

{%p endif %}

{%p if preferred\_tf %}

## {{preferred\_num}} The form of share certificate for the {{preferred\_class\_list|merge("a, b, and c")}} in the capital of the Corporation attached hereto as Schedule “C”, be and the same is hereby approved.

## {%p endif %}

**3. ISSUE OF SHARES:**

The following subscriptions for shares in the Corporation have been made:

{%p for sh in shareholder\_list %}

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | | Subscriber: | **{{sh.full\_name}}** | |
| {%tr for cert in sh.cert\_list %} | | | | |
| {%tr if corp.class\_used%} | | | | |
|  | Class of Shares: | | {{cert.class}} |
| {%tr elif corp.type\_used%} | | | | |
|  | Type of Shares: | | {{cert.type}} {{cert.voting\_tf|voting("Voting/Non-Voting")}} |
| {%tr elif cert.voting\_tf%} | | | | |
|  | Type of Shares: | | {{cert.voting\_tf|voting("Voting/Non-Voting")}} |
| {%tr endif%} | | | | |
| {%tr if corp.series\_used and cert.series %} | | | | |
|  | Series: | | {{cert.series}} |
| {%tr endif%} | | | | |
|  | Number of Shares: | | {{cert.share\_amount }} |
|  | Price Per Share: | | {{cert.value\_per}} |
|  | Share Certificate | | {{cert.cert}} |
|  | ~~~ | |  |
| {%tr endfor%} | | | | |

{%p endfor%}

The receipt of the subscription price for these shares be acknowledged, that these shares in the capital of the Corporation, be allotted and issued as fully paid and non-assessable, and that the Share Certificates be prepared placing these shares into the names of the Subscribers.

**4. ELECTION OF OFFICERS:**

The following persons be appointed Officers of the Corporation, to hold office until their successors are appointed:

|  |  |
| --- | --- |
| **NAME** | **OFFICE HELD** |
| {%tr for officer in officer\_list %} | |
| {{officer.full\_name}} | {{officer.roles}} |
| {%tr endfor %} | |

**5. REGISTERED OFFICE ADDRESS:**

The registered and records address of the Corporation shall be the offices of its solicitors:

{{corp.registered\_office}}

**6. ACCOUNTING RECORDS ADDRESS:**

The accounting records and books of account of the Corporation be kept at a place in {{corp.incorp\_prov}} other than the Registered Office or Records Office of the Corporation and the place in {{corp.incorp\_prov}} where the accounting records and books of account shall be kept as follows:

{{corp.records\_office}}

and the accounting records and books of account shall at all reasonable times be open to examination by the Directors.

**7. BANK:**

The existing bank account be maintained by the Corporation with the bank set out hereunder and that each of the persons identified hereunder be authorized to sign all Documents required by this bank and to affix the Corporation’s Seal thereto:

|  |  |
| --- | --- |
| BANK | {{bank\_name|upper}} |
| AUTHORIZED PERSON(S) | {{corp.bank\_signer\_list}} |

**8. BORROWING POWER:**

The Corporation be authorized and empowered to:

### (a) Borrow money upon the credit of the Corporation;

### (b) Hypothecate, pledge or mortgage its real and personal property;

### (c) Issue bonds or debentures secured by mortgages or otherwise;

### (d) Provide security for any loan to the Corporation by an assignment of accounts receivable, the proceeds of any policy of insurance owned by the Corporation, or the proceeds or benefit of any contract or chose in action;

### (e) Sign bills, notes, contracts and other evidences of, or securities for, money borrowed or to be borrowed by it; and

### (f) Pledge such bonds or debentures or other securities of the Corporation for temporary loans

and that each of the persons identified hereafter be authorized and empowered to do and perform all such acts as may be requisite to give effect to this resolution or any part thereof:

|  |  |
| --- | --- |
| AUTHORIZED PERSON(S) | {% for person in authorized\_to\_borrow\_list%}{{person|upper}}{% if not loop.last %}  {%endif%}{%endfor%} |

**9. GENERAL BY-LAWS**

9.1 General By Laws

### (a) By-Law No. 1 of the Corporation, in the terms of the draft attached hereto is hereby enacted as By-Law No. 1 of the Corporation.

### (b) The President of the Corporation is hereby authorized to sign the said By-Law and to affix to it the corporate seal of the Corporation.

### (c) The signing and sealing of the By-Law by the President shall be conclusive evidence that the By-Law to which such signature and the corporate seal of the Corporation are affixed is the By-Law enacted at this meeting as By-Law No. 1 and that such By-Law No. 1 shall be filed in the section of the Minute Book allotted for By-Laws.

9.2 Borrowing By-Law

### (a) By-Law No. 2 of the Corporation, in the terms of the draft attached hereto is hereby enacted as By-Law No. 2 of the Corporation.

### (b) The President of the Corporation is hereby authorized to sign the said By-Law and to affix to it the corporate seal of the Corporation.

### (c) The signing and sealing of the By-Law by the President shall be conclusive evidence that the By-Law to which such signature and the corporate seal of the Corporation are affixed is the By-Law enacted at this meeting as By-Law No. 2 and that such By-Law No. 2 shall be filed in the section of the Minute Book allotted for By-Laws.

**10. FISCAL PERIOD**

The Corporation’s first fiscal period shall end on {{corp.fiscal\_end\_month or 'December'}} {{corp.fiscal\_end\_day or '31'}}, {{TODAY.year}} and subsequent fiscal periods shall commence {{fiscal\_start\_date|toDate("June 3, 1990")}}.

**11. COUNTERPARTS**

These resolutions may be executed in several counterparts and by facsimile, portable document format or other electronic means, each such executed counterpart being deemed to be an original, and such counterparts together shall constitute one and the same instrument.

The undersigned, being {{director\_list|plural("the sole Director/all of the Directors")}} of the Corporation, hereby consent to and approve of the passing of the foregoing Resolutions in writing, effective as of the date first above written, as evidenced by our signatures hereto.

{%p for director in director\_list %}

|  |  |
| --- | --- |
|  | {%tr if not director.add\_signers %} |
|  |  |
|  | **{{director.full\_name|upper}}** |
|  | {%tr else %} |
|  | {%tr for sig in director.add\_signers %} |
|  |  |
|  | **{{sig.full\_name|upper}}, {{sig.role}} on behalf of {{ director.full\_name|upper }}** |
|  | {%tr endfor %} |
|  | {%tr endif %} |

{%p endfor %}