

THE RAINBOW RANCHE LIMITED
OKANAGAN CENTRE, B.C.

"COMPANIES ACT"

Special Resolution.

At a general meeting of the members of the Rainbow Ranche Limited, duly convened and held at the office of the Company near Okanagan Centre, B. C., on Monday the 21st day of July 1930, at the hour of 2.00 p. m. o'clock in the afternoon, the following special resolution was duly passed:-

"Be it resolved that the Articles of Association of this Company at present in force be repealed, and the following substituted therefor,-

1. The Regulations contained in Table "A" in the First Schedule to the "Companies Act being Chapter 11, S. B. C. 1929 shall apply to this Company save in so far as they are hereby excluded, varied, modified, substituted or added to.

2. The following clause is hereby added to said Table "A" as Clause 44 (a):

'A Resolution (other than a special or extraordinary resolution) assented to and adopted in writing under the hands of all the members, though not passed at a general meeting, shall be of the same force and effect as if it had been duly passed at a general meeting duly convened, and no previous notice of or convening of any meeting for the purpose of passing such resolution shall in such case be deemed to have been necessary whether the business transacted thereat is special or not, and in case any member is absent from the Province of British Columbia, he may signify his assent to any such Resolution in writing under his hand, or by telegram or cable', and clauses 54 and 96 of said Table "A" are hereby modified accordingly.

3. The following clause is hereby added to said Table "A" as clause 44 (b):

'At any general meeting if all the members of the Company are present the said members may waive the necessity of the giving of any previous notice of such meeting, and an entry on the minute book of such waiver shall be sufficient evidence of the due convening of the meeting'.

4. The following clause is hereby added to said Table "A" as clause 60 (a):

'A Resolution assented to and adopted in writing under the hands of the Directors, though not passed at a Directors' meeting, shall be of the same force and effect as if it had been passed at a Directors' meeting duly held, and in case a Director is absent from the Province of British Columbia he may signify his assent to any such resolution in writing under his hand or by telegram or cable'.

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5. Sub-clause (e) of clause 62 of the said Table "A" is hereby excluded.

6. The following clause is hereby added to said Table "A" as clause 62 (a):

'A director may hold any other office under the Company in conjunction with the office of director and on such terms as to remuneration and otherwise as the directors may arrange'.

7. The following clause is hereby added to said Table "A" as clause 62 (b):

'No director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested, be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the directors after the acquisition of his interest, and that no director shall as a director vote in respect of any contract or arrangement in which he is so interested as aforesaid: and if he did so vote his vote shall not be counted. A general notice that a director is a member of any specified firm or company, and is to be regarded as interested in any subsequent transactions with such firm or company, shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company'.

CERTIFIED a true copy this 21st day of July 1930

James Goldie
...James Goldie.....
Secretary.