THE RAINBOW RANCHE,

LIMITED.

A Company Limited by Shares.

MEMORANDUM AND ARTICLES OF ASSOCIATION.

The "COMPANIES ACT, 1897," and Amending Acts, of British Columbia.

Memorandum of Association

—OF—

The Rainbow Ranche,

LIMITED.

A COMPANY LIMITED BY SHARES.

1. The name of the Company is "THE RAINBOW RANCHE, LIMITED."

2. The registered office of the Company will be situated in British Columbia.

3. The objects for which the Company is established are:—

(a.) To acquire by purchase, pre-emption or otherwise, and to hold, manage, work, improve, sell and turn to account, any lands and hereditaments situated in the District of Yale, in the Province of British Columbia, or elsewhere in said Province, and to sell and manage, lease, sublet, or otherwise dispose of the same or any part thereof or any interest therein:

(b.) To carry on the business of growers and dealers in fruits, vegetables, grain, hay, tobacco, and all other agricultural products, and as planters, stockmen, farmers, agriculturists, pasturers, packers, game and poultry rearers and dealers, dairymen, and horse, cattle, sheep and hog breeders, and dealers in all their respective branches:

(c.) To carry on, either solely or in conjunction with any other person, company or corporation, the business of real estate agents and brokers, insurance agents and similar businesses in all their branches:

(d.) To develop, acquire, own and hold records of unrecorded water, and to purchase water records and water privileges, and to construct, erect, maintain and operate canals, ditches, aqueducts, raceways, flumes, weirs, wheels, feeders, laterals, reservoirs, dams, lakes, wells, buildings or other erections or works, which may be required in connection with the improvement and use of the said water and water-power, or by altering, renewing, extending, improving, repairing or maintaining any such works or any part thereof, and to conduct, carry on and transfer water to all persons and corporations for irrigation, manufacturing, industrial, mechanical, mining, milling, domestic, and stock raising purposes, and also to build and construct storage reservoirs, for the collection and storage of water for the purposes before mentioned, with full power and authority to make contracts and agreements for the sale of permanent water rights and carrying water for the purposes aforesaid:

(u.) To carry on the business of merchants in all its branches, and to own, or lease or run and operate shops and stores for the sale of general merchandise or any branch thereof:

(v.) To borrow and raise money in such manner and upon such security as the Company shall think fit, and in particular by the issue of preference shares or debentures, charged upon the whole or any part of the Company's property, both present and future, including its uncalled capital, if any:

(w.) To distribute any of the property of the Company amongst the members in specie:

(x.) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company:

(y.) To borrow money on the security of the whole or any part of the property belonging to the Company to such an amount as may be necessary for the purposes of the Company, and to grant mortgages, bonds, bills of sale, debentures or other securities for the same:

(z.) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(4) The liability of the members is limited.

(5) The capital of the Company is One Hundred Thousand Dollars, divided into One Thousand Shares of One Hundred Dollars each.

We the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names.	Addresses.	Description of Subscribers	Number of Shares taken by each Subscriber
John Edgar McAllister	Greenwood, B. C.	Mine and Smelter Manager	One
Isabel Louise McAllister	Greenwood, B. C.	Married Woman	One
Frank Algernon Hewer	Rainbow Ranche, B.C.	Rancher	One
Helen Isobel Hewer	Rainbow Ranche, B.C.	Married Woman	One
Robert Stanhope Dormer	Rainbow Ranche, B.C.	Rancher	One

Dated the 25th day of June, 1908.

Witness to the above signatures of John Edgar McAllister and Isabel Louise McAllister,

Isaac Hoyt Hallett, Barrister at Law, Greenwood, B. C.

Witness to the above signatures of Frank Algernon Hewer, Helen Isobel Hewer and Robert Stanhope Dormer,

Gerald Lucius Fitz Gerald, Rancher, Okanagan Centre, B. C.

The "COMPANIES ACT, 1897," and Amending Acts, of British Columbia.

Articles of Association

—OF—

The Rainbow Ranche,

LIMITED.

A COMPANY LIMITED BY SHARES.

1. Subject as hereinafter provided, the regulations contained in the Table marked "A" in the First Schedule to the "Companies Act, 1897," shall apply to this Company.

2. The quorum of a general meeting shall be three members personally present, and clause 37 of Table "A" shall be modified accordingly.

3. The words "or carried by a particular majority or lost" shall be inserted in Clause 42 of Table "A" after the word "carried," and the word "conclusive," shall be substituted for the word "sufficient" in the same clause.

4. The words "by a member" shall be substituted for the words "by at least five members" in Clause 42 of Table "A," and for the words "by five or more members" in Clause 43 of Table "A"; and the words "and either at once or after an interval of adjournment" shall be inserted in the said Clause after the word "manner."

5. Every share shall confer one vote, and Clause 44 of Table "A" shall not apply.

6. An instrument appointing a proxy need not be signed in the presence of a witness, and may appoint several persons in the alternative, and Clauses 49 and 51 of Table "A" shall be modified accordingly.

7. The number of the Directors shall not be less than three nor more than five. The first Directors shall be appointed by the subscribers of the Memorandum of Association. The first Directors shall have power to appoint one more further Directors, provided that the total number of Directors shall not exceed five. Clause 52 and 53 of Table "A" shall be modified accordingly.

8. The first Directors, and the Directors if any, appointed by them shall retain office until the Ordinary General Meeting of the Company to be held in the year 1909, and Clause 58 of Table "A" shall be modified accordingly.

9. A Director shall be disqualified and vacate his office:—

(a) If he becomes a bankrupt or suspends payment or compounds with his creditors.

(b) If he is found lunatic or becomes of unsound mind.

And clause 57 of Table "A" shall not apply to the Company.

(e.) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, pulling down, altering, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and agreements of all kinds with builders, tenants and others:

(f.) To purchase for investment or re-sale, and to traffic in land and house and other property of any tenure and any interest therein, and to create, sell, and deal in freehold and leasehold ground rents, and to make advances on the security of any land or house or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange or otherwise, with land or house property, and any other property, whether real or personal:

(g.) To erect on said lands, or any other lands to be acquired for that purpose, an hotel or hotels, and any other necessary buildings and works, and to use, convert, adapt and maintain all or any of such lands, messuages, buildings and premises, to and for the purposes of hotels, taverns, lodging houses, livery and other stables, with any usual or necessary adjuncts; to fit up and furnish the same, and to carry on the business of hotel, tavern and lodging-house keepers and livery stable keepers:

(h.) To construct, operate and maintain electric works, power-houses, generating plant and other appliances and conveniences as are necessary and proper for the generating of electricity or electric power, or any other form of developed power, and for transmitting the same to be used by the Company or by any person or company contracting with the Company therefor, as a motive power for the operation of motors, machinery, electric lighting or other works, or to be supplied by the Company for heating or as a motive power:

(i.) To construct, equip, operate and maintain telegraph and telephone systems and lines:

(j.) To carry on business as lumbermen, sawmillers and timber merchants, manufacturers, workers and dealers in wood, lumber, cord-wood, shingles and all products thereof, and manufactures therefrom:

(k.) To acquire by purchase, lease, license or any other manner, timber and timber lands, and any rights or interest therein or in relation thereto, and to dispose of the same at such time or times in such manner or for such consideration as may be deemed advisable by the Company:

(l.) To purchase, produce, raise, preserve, can, cure, dry, evaporate, pickle and sell or consign to agents for sale all kinds of fruits and vegetables; and to manufacture and deal in tobacco, cigars and cigarettes:

(m.) To build, erect, construct, purchase and acquire canneries, canning factories, cold storage plants, cider mills, buildings, wharves and warehouses, and to purchase and acquire canning sites and lands and all other rights which may be found necessary or desirable for carrying on the business and furthering the objects of the Company:

(n.) To make advances in goods or other supplies to either persons, company or companies or corporations:

(o.) To sell, manage, improve, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any of the property or rights of the Company:

(p.) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined:

(q.) To take and otherwise acquire and hold shares or stock in any company having objects altogether or in part similar to those of this Company, or carrying on businesses capable of being conducted so as to be directly or indirectly beneficial to this Company:

(r.) To enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal or otherwise, with any person or company carrying on, engaging in, or about to carry on and engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business capable of being conducted so as to directly or indirectly benefit this Company:

(s.) To acquire, maintain and operate lines of transportation by land, by means of electric railways, steam railways, tramways, stages, wagons and pack-trains, and by water by means of steam or power vessels, boats and barges:

(t.) To pay the expenses of and incidental to the foundation and incorporation of the Company, and to remunerate any promoter or director, or any other person or persons, for services rendered in and about the formation or promotion of the Company or the conduct of its business, and such payment and remuneration may be in cash or by the allotment of fully paid-up shares of the Company, or in any other manner as the Company may determine:

10. No Director shall be disqualified by his office from contracting with the Company either as a vendor, purchasor or otherwise, nor shall any such contract or any contract or arrangement entered into 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 realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but 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. Any Director may vote as a Director in respect of any contracts or arrangements in which he is so interested as aforesaid.

11. The Directors may from time to time appoint one of their number, or any other person, to be the Manager of the Company for such period and upon such terms as to remuneration or otherwise as they think fit, and may confer upon such Manager such of the powers of the Board as they may consider expedient.

12. Clauses 82, of Table "A" shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

JOHN EDGAR MCALLISTER, Greenwood, B. C., Mine and Smelter Manager.

ISABEL LOUISE MCALLISTER, Greenwood, B. C., Married Woman.

FRANK ALGERNON HEWER, Rainbow Ranche, B.C., Rancher.

HELEN ISOBEL HEWER, Rainbow Ranche, B.C., Married Woman.

ROBERT STANHOPE DORMER, Rainbow Ranche, B.C., Rancher.

Dated the 25th day of June, 1908.

Witness to the above signatures of John Edgar McAllister and Isabel Louise McAllister,

ISAAC HOYT HALLETT, Barrister at Law, Greenwood, B. C.

Witness to the above signatures of Frank Algernon Hewer, Helen Isobel Hewer and Robert Stanhope Dormer,

GERALD LUCIUS FITZ GERALD, Rancher, Okanagan Centre, B. C.

The "Companies Act, 1897," and Amending Acts of British Columbia

The Rainbow Ranche, Limited.

A COMPANY LIMITED BY SHARES.

Memorandum and Articles of Association.

I. H. HALLETT,
BARRISTER AND SOLICITOR,
GREENWOOD, B. C.

The Times Print, Greenwood, B. C.