



Form 10
(Section 66 and 67)

Certificate of
Incorporation No. S0048005

SOCIETY ACT

COPY OF RESOLUTION

FILED AND REGISTERED
JUN 21 2006
REGISTRAR OF COMPANIES

The following is a copy of

- a special resolution* passed
- an ordinary resolution
- a directors' resolution

in accordance with the by-laws of the Society on the 20th day of November, 2005.
(Day) (Month) (Year)

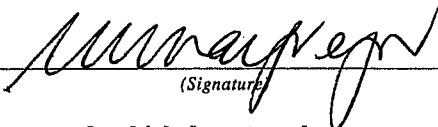
"RESOLVED

SEE ATTACHED RESOLUTION

Dated this 14th day of June, 2006.
(Day) (Month) (Year)

BRITISH COLUMBIA ASSOCIATION OF PROFESSIONAL REGISTRY AGENTS

(Name of Society)

by 
(Signature)

SOLICITOR
(Relationship to Society)

* **Strike out words which do not apply.**

[Note— (a) No special resolution has effect until accepted by the Registrar of Companies.

(b) Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Location Address: 2nd Floor – 940 Blanshard Street, Victoria BC together with applicable fee. Telephone number: 250 356-8609.]

Additional information and forms are available on the Internet at: www.fin.gov.bc.ca/registries

**CONSENT RESOLUTIONS OF THE MEMBERS OF
BRITISH COLUMBIA ASSOCIATION OF
PROFESSIONAL REGISTRY AGENTS
(the "Association")**

We, the undersigned, being all the members of the Association entitled to attend and vote at the Annual General Meeting of the Association, hereby consent to the waiving of the Annual General Meeting and adopt in writing the following resolutions:

1. **RESOLVED** that the assets, liabilities, members, and operations of the unincorporated society "British Columbia Association of Professional Registry Agents" be assumed effective the 20th day of August, 2004.
2. **RESOLVED** that the financial statement of the Association with respect to the financial year starting August 20, 2004 and ending August 31, 2005, be and the same, is hereby approved and adopted in the form attached.
3. **RESOLVED** pursuant to the *Society Act* (BC) section 41, an audit of the attached financial statements is waived and no auditor for them is appointed.
4. **RESOLVED** pursuant to the *Society Act* (BC) section 41, an audit of the financial statements for the next financial year is waived and no auditor for them is appointed.
5. **RESOLVED** that the attached report of the Directors is adopted and all lawful acts, contracts, proceedings, appointments and payments of money by the Directors of the Association since the incorporation of the Association, and which have been disclosed to the Members, are adopted, ratified and confirmed.
6. **RESOLVED** that the annual membership dues for the period September 1, 2005 through August 31, 2006 will continue to be:
 - Small company (1 to 5 employees) \$100
 - Medium company (6 to 20 employees) \$250
 - Large company (21 employees and up) \$500

and are to be paid to the Association by the 31st day of January, 2006.

7. **RESOLVED** as a special resolution that the by-laws of the Association be amended by adding the following as Part 13 – Meetings by Telephone or Other Communications Medium:

63. A member or director may participate in a meeting of the members or directors or of any committee of the directors (as the case may be):

- a. in person;
- b. by telephone; or
- c. with the consent of all the directors, by some other communications medium;

if all members or directors (as the case may be) participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A member or director who participates in a meeting in a manner contemplated by this By-law 63 is deemed for all purposes of the *Society Act* and these By-laws to be present at the meeting and to have agreed to participate in that manner.

- 8. **RESOLVED** that the number of Directors of the Association be and is hereby confirmed at five.
- 9. **RESOLVED** that consents to act as directors of the Association having been received from each of them, the following persons be and they are hereby elected as Directors of the Association for the ensuing year or until their successors are elected or appointed:

Debra Lynn Bartel
Carolyn Marie Cross
Elizabeth Jean Honsinger
Debra Mae Larson
Shelley Vista Porter.

- 10. **RESOLVED** that the following persons be and they are hereby elected as Officers of the Association:

Debra Mae Larson – President
Debra Lynn Bartel – Vice-President
Elizabeth Jean Honsinger – Secretary
Shelley Vista Porter – Treasurer
Carolyn Marie Cross – Membership Committee Chair.