



C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

Congress of Canadian Orchid Societies, Inc. -
Le Congrès Canadien Des Sociétés Orchidophiles, Inc.

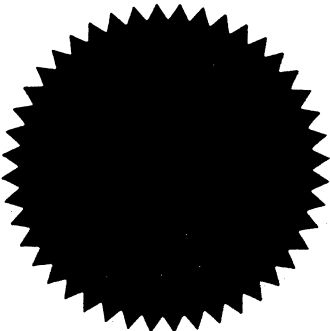
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - July 31, 2003

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 418077-1



To the Honourable Minister of Industry.

I

The undersigned hereby apply to the Minister of Industry for the grant of a charter by letters patent under the provisions of Part II of the *Canada Corporations Act* constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

Congress of Canadian Orchid Societies, Inc. – Le Congrès Canadien Des Sociétés Orchidophiles, Inc.

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

Terry Kennedy,
15 Wilmac Court, Van Dorf, Ontario L0H 1G0 - Homemaker

Janette Richardson,
38 Straub Crescent, Regina, Saskatchewan S4T 6S6 - Retired

Lynne Cassidy,
16077 – 16th Avenue, Surrey, British Columbia V4A 1S3 – Retired

Lorne Heshka,
1204 DeGraft Place, Winnipeg, Manitoba R2G 1Y8 - Retired

Margaret Blewett,
6 Inverary Court, Box 88, Porters Lake, Nova Scotia B3E 1M1 - Consultant

Ingrid Schmidt-Ostrander,
7005 Brentwood Drive, Brentwood Bay, British Columbia V8M 1B4 – Retired

The said **Terry Kennedy, Janette Richardson, Lynne Cassidy, Lorne Heshka, Margaret Blewett and Ingrid Schmidt-Ostrander** will be the first directors of the Corporation.

III

The objects of the Corporation are:

- (a) Furtherance of objectives common to all members but requiring coordination from a single body.
- (b) Holding meetings devoted to the advancement of the culture, conservation and appreciation of orchids.

- (c) Disseminating information respecting the activities of the Congress and member Societies as well as providing educational information.
- (d) Development of educational audio-visual programs for use by member societies.
- (e) Provision of resource assistance to member societies for use in developing programs for local meetings and shows.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the corporation is to be situated is: Vancouver, British Columbia.

VI

It is specially provided that in the event of liquidation or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed rateably among those society members in good stand at the time of dissolution in the same proportions as was used for the assessment of membership fees.

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the corporation may from time to time

- a. borrow money upon the credit of the corporation;
- b. limit or increase the amount to be borrowed;
- c. issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
- d. secure any bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

VIII

The by-laws of the corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

IX

The corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the corporation are to be used in promoting its objects.

X

The official languages of the Congress shall be English and French.

Dated at the City of Halifax in the Province of NS, this 03 day of July, 2003.

Margaret Stewart

Dated at the City of Winnipeg in the Province of MB, this 04 day of July, 2003.

Tom Husak

Dated at the City of Gornley in the Province of ON, this 07 day of July, 2003.

Larry Kennedy

Dated at the City of RIEDNA in the Province of SK, this 9 day of July, 2003.

J. Richardson

Dated at the City of Surrey in the Province of BC, this 11 day of July, 2003.

Rossidy

Dated at the ^{Town}~~City~~ of Brentwood Bay in the Province of B.C., this 15 day of July, 2003.

A. Schmidt-Ostrander

Signature of Applicants