

*DIRECTORS' RESOLUTIONS*

*OF*

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(insert company name)

BE IT RESOLVED THAT:

1. APPOINTMENT OF OFFICERS

The following be and they are hereby appointed officers of the Corporation:

President -

Secretary -

Treasurer -

2. ARTICLES

The Articles dated the \_\_\_\_\_ day of \_\_\_\_\_ 2 incorporating

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(insert company name)

be adopted as the Articles of the Corporation.

\_\_\_\_ 3. BY - LAWS

BY - LAW NO. 1, being a By - Law relating to the transaction of the general business and affairs of the Corporation be and the same is hereby adopted as a By - Law of the Corporation.

BY - LAW NO. 2, being a By - Law respecting the borrowing of money, the issuing of debt obligations and the securing of liabilities by the Corporation be and the same is hereby adopted as a By - Law of the Corporation.

4. CORPORATE SEAL

The Corporate Seal of the Corporation shall be in the form impressed hereon.

5. FISCAL YEAR END

The financial year of the Corporation shall end on the \_\_\_\_\_ day of \_\_\_\_\_  
\_\_\_\_\_ in each year.

6. REGISTERED OFFICE

The location of the registered office of the Corporation be and the same is hereby  
fixed, until changed, at \_\_\_\_\_

7. BANKING AND SIGNING OFFICERS

The resolution respecting banking and signing officers in the form required by  
the

\_\_\_\_\_, a copy of which is annexed hereto, be  
and the same is hereby approved and the Corporation be and is hereby authorized  
and directed to send a certified copy of such Resolution to the \_\_\_\_\_  
\_\_\_\_\_ where the Corporation will maintain its bank account.

8. SHARE CERTIFICATES

The forms of Share Certificates for shares in the capital stock of the Corporation  
be those as may be issued from time to time.

\_\_\_\_\_ THE UNDERSIGNED, being all the Directors of the Corporation, hereby  
sign the foregoing Resolutions pursuant to the provisions of Section 75 of the  
Act.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*SUBSCRIPTION FOR SHARES*

TO:

AND TO: THE DIRECTORS THEREOF

\_\_\_\_\_The undersigned hereby subscribes for and agrees to take up  
\_\_\_\_\_ shares of the Corporation  
and \_\_\_\_\_  
(insert number and type of shares)  
tenders herewith the sum of \$ \_\_\_\_\_ in full payment of the subscription  
price for such shares.

\_\_\_\_\_The undersigned, hereby requests that the said shares be allotted to  
the undersigned, that such shares be issued as fully paid and non-assessable and  
that a certificate for the said shares be issued to the undersigned.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2 .

\_\_\_\_\_

*SUBSCRIPTION FOR SHARES*

TO:

AND TO: THE DIRECTORS THEREOF

\_\_\_\_\_The undersigned hereby subscribes for and agrees to take up  
\_\_\_\_\_ shares of the Corporation  
and \_\_\_\_\_  
(insert number and type of shares)  
tenders herewith the sum of \$ \_\_\_\_\_ in full payment of the subscription  
price for such shares.

\_\_\_\_\_The undersigned, hereby requests that the said shares be allotted to  
the undersigned, that such shares be issued as fully paid and non-assessable and  
that a certificate for the said shares be issued to the undersigned.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2 .

\_\_\_\_\_

*SUBSCRIPTION FOR SHARES*

TO:

AND TO: THE DIRECTORS THEREOF

\_\_\_\_\_The undersigned hereby subscribes for and agrees to take up  
\_\_\_\_\_ shares of the Corporation  
and \_\_\_\_\_  
(insert number and type of shares)  
tenders herewith the sum of \$ \_\_\_\_\_ in full payment of the subscription  
price for such shares.

\_\_\_\_\_The undersigned, hereby requests that the said shares be allotted to  
the undersigned, that such shares be issued as fully paid and non-assessable and  
that a certificate for the said shares be issued to the undersigned.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2 .

\_\_\_\_\_

*DIRECTORS' RESOLUTION*

*OF*

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(insert company name)

ALLOTMENT OF SHARES

BE IT RESOLVED THAT:

\_\_\_\_\_ shares in the capital of the Corporation be and they are hereby allotted and issued to the subscribers pursuant to their subscriptions of the amounts indicated and as the Corporation has received full payment in respect of such shares, the shares are hereby declared to be issued as fully paid and non-assessable as follows:-

<u>SUBSCRIBER</u>	<u>NO. OF SHARES</u>	<u>PRICE PER SHARE</u>
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THE UNDERSIGNED, being all of the Directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of Section 75 of the Act.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2 .

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

TO:

AND TO: THE SHAREHOLDERS THEREOF

The undersigned hereby tenders his resignation as an officer and/or director of the Corporation, the same to take effect forthwith.

DATED the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

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TO:

AND TO: THE SHAREHOLDERS THEREOF

The undersigned hereby tenders his resignation as an officer and/or director of the Corporation, the same to take effect forthwith.

DATED the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

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TO:

AND TO: THE SHAREHOLDERS THEREOF

The undersigned hereby tenders his resignation as an officer and/or director of the Corporation, the same to take effect forthwith.

DATED the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

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SHAREHOLDER'S RESOLUTIONS

OF

\_\_\_\_\_  
(insert company name)

BE IT RESOLVED THAT:

1. ACCOUNTANTS

\_\_\_\_\_ of  
\_\_\_\_\_ are hereby appointed the accountant(s)  
of the Corporation to hold office until the next annual meeting of the  
Shareholders at a remuneration to be fixed by the Directors.

2. BY - LAWS

BY - LAW NO. 1, being a By - Law relating to the transaction of the  
general business and affairs of the Corporation be and the same is hereby  
confirmed without amendment as a By - Law of the Corporation.

BY - LAW NO. 2, being a By - Law respecting the borrowing of money,  
the issuing of debt obligations and the securing of liabilities by the Corporation  
be and the same is hereby confirmed without amendment as a By - Law of the  
Corporation.

THE UNDERSIGNED, being all the Shareholders of the Corporation  
hereby sign the foregoing resolutions pursuant to the provisions of Section 95 of  
the Act.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2 .

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_