

SOCIETY ACT

CERTIFICATE OF INCORPORATION

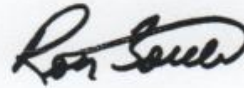
I Hereby Certify that

SECHELT GROVES SOCIETY

has this day been incorporated under the *Society Act*

Issued under my hand at Victoria, British Columbia

on March 08, 2011



RON TOWNSHEND
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA





The Best Place on Earth

File Number: S-57967

SECHELT GROVES SOCIETY

I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on March 08, 2011

A handwritten signature in black ink, appearing to read "Ron Townshend".

**RON TOWNSHEND
Registrar of Companies**

Ministry of Finance

BC Registry Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Location:
Second Floor
940 Blanshard Street
Victoria

**SOCIETY ACT
CONSTITUTION**

1. The name of the society is **Sechelt Groves Society**
2. The purpose(s) of the society (are):
 - a) To work to preserve, enhance and maintain selected natural recreational areas of Sechelt and its surrounds and in particular, but not limited to, those areas colloquially known as the Sechelt Heritage Forest and the Hidden Grove;
 - b) To organize for the development of amenities within the designated areas for the access and enjoyment of the general public, those with physical handicaps and school children;
 - c) To promote and develop amenities that will aid in the education of the public and particularly school children, in the wonders of and value of such preserved natural recreation areas;
 - d) To assist the local tourism industry to promote and utilize the areas provided such use is not in conflict with the main purpose as set out in section 2 a) above as determined by the membership and executive;
 - e) To raise funds as needed for the furtherance of the activities of the society without purpose of gain for its members, and any profits or other assets of the organization shall be used solely to promote its objectives;
 - f) To provide similar or related services as recommended by the membership and executive.

BYLAWS

The bylaws of the society are those set out in Schedule B to the Society Act, with the following variations, deletions and additions:

1. Bylaw 4 of Part 2- Membership - be revised to:
 - (4) A person may apply to the directors for membership in the society and on acceptance of the directors may become a member by paying dues at the prevailing rate(s). A new member is not entitled to vote at a general meeting until (10) days after becoming a member.
2. Bylaws (1) and (2) of Part 25, - be revised to:
 - 1) No fewer than Five (5) and no more than Eight (8) members elected by the members, and the immediate past president, if he is not otherwise a director, shall be the directors of the society. The directors shall, as soon as practicable following the annual general meeting but within 10 days, elect, from among themselves the officers of the Society who shall be, a president, a vice president (who may be considered to be in line of succession to the presidency but not confirmed), a secretary and a treasurer.
 - (2) The number of directors may be changed from time to time at a general meeting.
3. Bylaws (1), (2) and (4) of Part 26 - be revised to
 - (1) The terms of directors shall be two years and they shall retire from office upon expiry of their terms at the general meeting when successors have been elected.
 - (2) The terms of officers shall be one year. and they shall retire from office at each general meeting when successors have been elected.
 - 4) The directors shall prepare at least 30 days prior to the annual general meeting, a slate of nominees for the positions of all directors and shall include the slate in the annual general meeting announcement. Included in any slate prepared shall be no fewer than two nominees from the Board of the Sandy Hook Community Association who have been selected

by the current directors in consultation with the president of the Sandy Hook Community Association and who have confirmed their willingness to serve as directors of the society. Should one or more of the Sandy Hook Community Association board members selected decline to serve then replacement director nominees may be chosen from the society membership.

4. Bylaw (1) of Part 28 - is deleted

5. Bylaw (1) of Part 37 - be revised to:

(1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes. Any director abstaining from a vote is, for the purposes of that vote, not counted as present and not making up the total for a majority.

6. Part 43 - be revised to:

The treasurer must

- (a) deposit all funds of the society in a bank or banks to be named by the directors;
- (b) pay all bills only on the basis of written documentation, and by cheques signed by two or more of four authorized signatories;
- (c) keep the financial records, including books of account, necessary to comply with the Society Act;
- (d) render financial statements to the directors, members and others when required;
- (e) maintain a register of members in lieu of the secretary if so agreed by the Board.

7. Bylaw (2) of Part 44 - be revised to

(2) If a secretary treasurer holds office, the total number of directors must not be fewer than 5 or the greater number that may have been determined under bylaw 25.

8. Bylaw (51) of Part 10 - be revised to

(51) Bylaws 52 to 57 inclusive apply only if the society is required or has resolved to have an auditor but in any event a thorough review of all the society's financial records shall be made once each year by such person or persons as the directors shall designate.

9. Bylaws (58) and (59) of Part 11 - be revised to

(58) A notice may be given to a member, either personally or by regular mail or by email to the member at the member's registered address or last declared email address.

(59) A notice sent by regular mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email is deemed to have been delivered on the day on which the notice is posted as evidenced by the senders email records.

10. Bylaw 61 of Part 12 - be revised to

(61) On being admitted to membership, each member is entitled to, and the society must, on request, give the member without charge, a copy of the constitution and bylaws of the society.

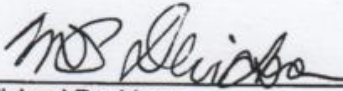
Dated: February 22, 2011

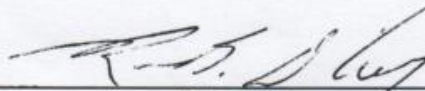
SECHLT GROVES SOCIETY .

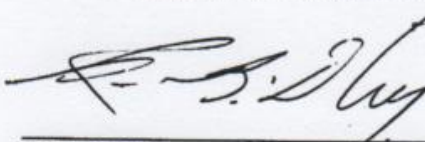
(Constitution and Bylaws continues on Page 3 - Witnesses and Signatures)

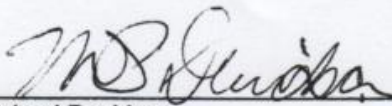
WITNESS(ES)

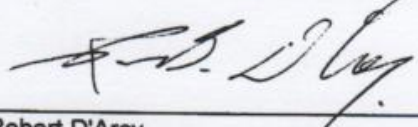
APPLICANTS FOR INCORPORATION

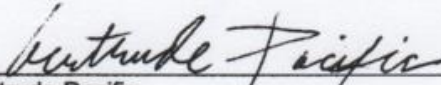

Michael Davidson
5823 Skookumchuk, Sechelt, BC, V0N 3A4

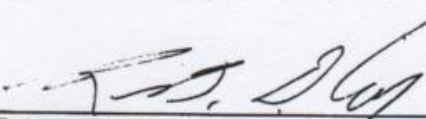

Robert D'Arcy
5866 Deerhorn Drive, Sechelt, BC, V0N 3A4



Robert D'Arcy
5866 Deerhorn Drive, Sechelt, BC, V0N 3A4

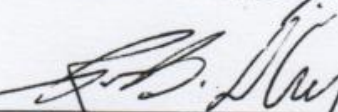

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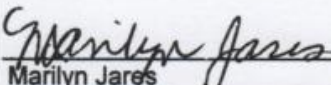

Robert D'Arcy
5866 Deerhorn Drive, Sechelt, BC, V0N 3A4


Gertrude Pacific
5823 Skookumchuk, Sechelt, BC, V0N 3A4


Robert D'Arcy
5866 Deerhorn Drive, Sechelt, BC, V0N 3A4


Norman Towle
5913 Skookumchuk, Sechelt, BC, V0N 3A4


Robert D'Arcy
5866 Deerhorn Drive, Sechelt, BC, V0N 3A4


Marilyn Jares
5710 Sandy Hook Road, Sechelt, BC, V0N 3A4



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Ministry
of Finance
BC Registry Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
Location:
2nd Floor - 940 Blanshard Street
Victoria BC
www.fin.gov.bc.ca/registries

FORM 4
(Section 3)
Society Act

Telephone: 250 356-8609

Freedom of Information and Protection of Privacy Act (FOIPPA):
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

LIST OF FIRST DIRECTORS OF Sechelt Groves Society
(Name of Society)

FULL NAMES	RESIDENTIAL ADDRESSES*
1. Robert D'Arcy	5866 Deerhorn Drive, Sechelt, BC, V0N 3A4
2. Michael Davidson	5823 Skookumchuk, Sechelt, BC, V0N 3A4
3. Gertrude Pacific	5823 Skookumchuk, Sechelt, BC, V0N 3A4
4. _____	_____
5. _____	_____

Note: (a) One director must be ordinarily resident in British Columbia.
(b) Full names and residential addresses are required for all directors.

* This address must be a complete **physical address**. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, please provide a description that will readily allow a person to locate the office.

YYYY / MM / DD
Dated on 2011/02/25

Sechelt Groves Society
(Name of Society)
by [Signature]
(Signature)
Founding Chair
(Relationship to Society)



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Ministry
of Finance
BC Registry Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
Location:
2nd Floor - 940 Blanshard Street
Victoria BC
www.fin.gov.bc.ca/registries

**SOCIETY
NOTICE OF ADDRESS
OF SOCIETY**
Form 5
Sections 3 and 10
.SOCIETY ACT

Telephone: 250 356-8609

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink. Complete all areas of the form. The Corporate Registry may have to return documents that do not meet this standard.

- Item A** Enter the Incorporation Number. This number is assigned at the time of incorporation and is located in the upper right-hand corner of the Certificate of Incorporation.
- Item B** Enter the exact name as shown in Item 1 of the society's constitution, or on the Certificate of Incorporation or Change of Name.
- Item C** Enter the complete **physical address** for the society. In addition you may include general delivery, post office box, rural route, site or comp. number as part of the address. The Corporate Registry cannot accept a PO Box number alone as a physical address. You must include a postal code. If an address does not have street names or numbers, provide a description that would readily allow a person to locate the office. This is the address of the society in British Columbia to which all communications and notices may be sent where the society's records are kept and at which all documents **may be served**.

Filing Fee:

To register the address of a society at the time of incorporation: **no fee**
To change the address of an incorporated society: **\$15.00** Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

Important Note:

If this form is used to register the address of a society at the time of incorporation no filing fee is charged. If this form is used to change the address of a society after it is incorporated a filing fee of \$15.00 is applicable.

Note: A change of address has effect on the day after the notice is filed with the registrar.

A CERTIFICATE OF INCORPORATION NUMBER

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

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B FULL NAME OF SOCIETY

Sechelt Groves Society

C ADDRESS OF SOCIETY (must be a physical address - refer to definition in Instructions above)

5866 Deerhorn Drive
Sechelt

PROVINCE	POSTAL CODE
B.C.	V0N 3A4

D CERTIFIED CORRECT - I have read this form and found it to be correct.

Signature of a current Director, Officer, or Society Solicitor

X

[Handwritten Signature]
FOUNDING CHAIR

DATE SIGNED
YYYY / MM / DD

2011/02/25