

Order
Dated this 26th day of August 1998
C. Johnsone
for Clerk of the Court

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF EDMONTON

IN THE MATTER OF SECTION 34 OF THE COMPANIES ACT,
R.S.A. 1980, C.C-20

AND IN THE MATTER OF THE AMENDMENT OF THE
MEMORANDUM OF ASSOCIATION OF BROOKVIEW
COMMUNITY ASSOCIATION LTD. ("Brookview")

BEFORE ~~MASTER~~ Justice Johnsone)
IN CHAMBERS,)
LAW COURTS BUILDING)
EDMONTON, ALBERTA)

ON Thursday, THE 28th DAY
OF MAY, 1998.

FILED
AUG 27 1998
Registrar of Corporations
Province of Alberta

ORDER

UPON the ex-parte application of Counsel for Brookview; AND UPON having read the Statutory Declaration of Glenn Johnson, to be filed; AND UPON hearing Counsel for Brookview; AND UPON IT APPEARING that the Special Resolution attached as Schedule "A" to this Order was passed at the 1998 Annual and Special Meeting of Members in accordance with the provisions of the *Companies Act*;

IT IS HEREBY ORDERED AND ADJUDGED THAT:

1. The Special Resolution attached to this Order as Exhibit "A" be confirmed and that Brookview be and is hereby at liberty to file the amendments to its Memorandum of Association at Corporate Registry.
2. The Registrar of Corporations file the amendments to the Memorandum of Association of Brookview as set forth in Exhibit "A" attached hereto.

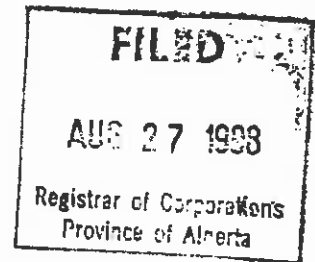
"C. Johnsone"
JUSTICE IN CHAMBERS
COURT OF QUEEN'S BENCH OF ALBERTA

ENTERED this 26 day of
~~May~~, 1998.
August

[Signature]
Clerk of the Court
[Seal]

BROOKVIEW COMMUNITY ASSOCIATION LTD.

CERTIFIED COPY OF THE MEMORANDUM OF
ASSOCIATION AND ARTICLES OF
ASSOCIATION OF BROOKVIEW COMMUNITY
ASSOCIATION LTD. ("Brookview") ON THE
8th DAY OF JUNE, 1998.



CERTIFICATE

I, Glenn Johnson, President of Brookview, hereby certify that attached are true and complete copies of the Memorandum of Association and Articles of Association of Brookview, incorporating those amendments passed by the Members of Brookview at the Annual and Special Meeting held on April 30, 1998 and confirmed by that Order of the Court of Queen's Bench dated May 28, 1998, and that the same are at the date hereof, in full force and effect, unamended.

DATED this 8th day of June, 1998.



GLENN JOHNSON
President

BROOKVIEW COMMUNITY ASSOCIATION LIMITED

CERTIFIED COPY OF SPECIAL RESOLUTION
PASSED BY THE MEMBERS OF BROOKVIEW
COMMUNITY ASSOCIATION LTD. (THE
"COMPANY"), ON THE 30TH DAY OF APRIL,
1998.

WHEREAS:

A. The Members of the Company have resolved that it would be in the best interests of the Company to make certain amendments to the Memorandum of Association and Articles of Association of the Company.

BE IT RESOLVED AS SPECIAL RESOLUTIONS THAT:

1. The Memorandum of Association be amended by deleting from paragraph 2, the objects of the Company in their entirety and replacing the same with the following new objects:

"2. The objects for which the Company is established are:

2.1 For the purposes of this section 2:

(a) "Brookview" means the residential subdivision commonly known as Brookview, in the City of Edmonton, in the Province of Alberta (as more particularly set forth in Appendix "A" hereto); and

(b) "Common Lands and Amenities" means:

- (i) those lands owned or leased by the Company; and
- (ii) all grounds, parks, buildings, parking facilities, recreational amenities, landscaping and all other amenities, which are common facilities located within Brookview and designated by the Board as Common Lands and Amenities;

2.2 To provide for the ownership, acquisition, operation, care, maintenance, construction, expansion and alteration of Common Lands and Amenities and to enter into Agreements in connection therewith;

2.3 Generally to act as a not-for-profit community association for Brookview, and in so doing carry out the following:

- (i) Manage and operate the community functions of the Company;
- (ii) Coordinate social and other community functions that the Members assign to the Company; and
- (iii) Promote the community interests of the Members of the Company;

- 2.4 To manage and control landscaping features and other fixtures which may be erected or placed on or in Brookview by or for the Company or have been or are placed on or in Brookview by the Company;
- 2.5 Generally to carry out all duties and functions assigned to the Company under those encumbrances registered against the title of each lot located in Brookview;
- 2.6 To collect fees, assessments and other charges from the owners of parcels within Brookview to provide for the performance of the duties and functions of the Company; and
- 2.7 To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

The Company shall have all of the powers set out in Section 20(1) of the Companies Act."

2. The Articles of Association be amended by deleting paragraph 2(b) in its entirety and replacing the same with the following:

"2. (b) "Common Lands and Amenities" means:

- (i) those lands owned or leased by the Company; and
- (ii) all grounds, parks, buildings, parking facilities, recreational amenities, landscaping and all other amenities, which are common facilities located within Brookview and designated by the Board as Common Lands and Amenities;

3. Any one of the Directors or Officers of the Company be and are hereby authorized to do, sign and execute all documents necessary and desirable for the due carrying out of the foregoing.

CERTIFICATE

I, GLENN JOHNSON, President of BROOKVIEW COMMUNITY ASSOCIATION LIMITED, hereby certify that the foregoing is a true and complete copy of the special resolution passed by the Members of the Company on the 30th day of April, 1998 at the Annual and Special Meeting of Members held in the City of Edmonton, in the Province of Alberta and that the said resolutions are, at the date hereof, in full force and effect, unamended.

DATED this 28th day of May, 1998.



GLENN JOHNSON

No. 9803 14885

1998.

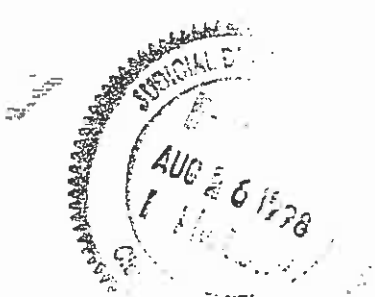
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ORDER



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