



Industry Canada Industrie Canada

http://strategis.ic.gc.ca

Corporations Directorate
9th floor
Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Direction générale des Corporations
9^e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

97-7160

Your file Votre référence

Our file Notre référence

June 16, 2000

367686-2

Harold J. Feder
Yegendorf Brazeau Sellar Prehogan & Wyllie
Barristers & Solicitors
55 Metcalfe Street
Suite 750
Ottawa, Ontario
L1P 6L5

Re - Objet:

CANADIAN SOCIETY FOR HORTICULTURAL SCIENCE/
LA SOCIÉTÉ CANADIENNE DE SCIENCE HORTICOLE

Enclosed herewith, is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the *Canada Corporations Bulletin*. A notice of issuance of CCA documents will be published in the *Canada Corporations Bulletin* and the *Canada Gazette*.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans le *Bulletin des sociétés canadiennes*. Un avis de l'émission de documents en vertu de la LCC sera publié dans le *Bulletin des sociétés canadiennes* et dans la *Gazette du Canada*.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ:

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search reports(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

For the Director, Corporations Directorate
pour le directeur, Direction générale des corporations

- | | | | |
|----|-------------------------|--|-----------|
| 2. | Dr. Peter Hicklenton | Box 5, Site 5, R.R. #3 Waterville, Nova Scotia B0P 1V0 | Scientist |
| 3. | Dr. Mervyn K. Pritchard | 1200 Grosvenor Avenue Winnipeg, Manitoba R3M 0P1 | Scientist |
| 4. | Dr. Albert Liptay | 2059 Hickory Lane Kingsville, Ontario N9Y 2X9 | Scientist |
| 5. | Dr. Patricia Bowen | 6383 Thunderbird Crescent Harrison Hot Springs, B.C. V0M 1K0 | Scientist |
| 6. | Jean-Pierre Privé | R.R. #1, Box 1980 Cocagne, New Brunswick EOA 1K0 | Scientist |

The said applicants will be the first directors of the Corporation.

III

The objects of the Corporation are:

1. to promote and foster horticultural science in Canada.
2. to provide members with the opportunity to report and discuss new discoveries, concepts and practices in the horticultural arts and sciences.
3. to contribute to the archival record of the history of and knowledge about horticultural science in Canada.

- r. to provide an unbiased professional voice in the development of public policy relating to horticultural science and technology in Canada.
5. to promote professional networking between and among horticulture sub-disciplines.
6. for the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Canada Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities, and in particular, without limiting the generality of the foregoing:
 - (a) To accumulate from time to time part of the fund or funds of the Corporation and income therefrom subject to any statutes or laws from time to time applicable.
 - (b) To invest and re-invest the funds of the Corporation in such manner as determined by the directors, and in making such investments, the directors shall not be limited to investments authorized by law for Trustees, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest.
 - (c) To solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto.
 - (d) To acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of any convey the same, or any part thereof, as may be considered advisable.

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the board of directors and sanctioned by two-thirds (2/3) of the votes cast by the ordinary members at a special 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 debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debenture, or other securities, or any other present or future borrowing or liability of the Corporation, 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.

- (e) To acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on its undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.
- (f) To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided that the Corporation shall not pay any remuneration to a director in any capacity whatsoever.
- (g) To co-operate, liaise, and contract with other organizations, institutions or agencies which carry on similar objects to that of the Corporation.

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:

141 Laurier Avenue Avenue West
Ottawa, Ontario K1P 5J3

VI

It is specifically provided that in the event of dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more not-for-profit organizations in Canada with similar objects.

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.

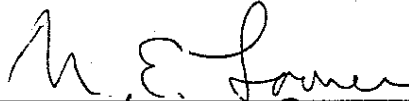
VIII

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.

DATED at the ^{District} City of Sumasland, in the Province of British Columbia,
this 22 day of September, 1998.




Dr. Norman Looney



Dr. Peter Hicklenton



Dr. Meryyn K. Pritchard



Dr. Albert Liptay



Dr. Patricia Bowen



Dr. Jean-Pierre Privé