



Province of New Brunswick

LETTERS PATENT

INCORPORATING

POINTE DU CHENE HARBOUR AUTHORITY INC.

Dated	September	19,	19 88
Recorded	September	19,	19 88
Lib. ---	Fol. ---		Ref No. 023275

BY THE HONOURABLE James E. Lockyer, Q.C.
Minister of Justice

TO ALL TO WHOM THESE PRESENTS SHALL COME, or who the same may in anywise concern, GREETING:

WHEREAS, in and by the "COMPANIES ACT" (being Chapter C-13 of the Revised Statutes, 1973), it is amongst other things in effect enacted, that the Minister of Justice may, by Letters Patent, grant a Charter to any number of persons not less than three, who having complied with the requirements of the Act, apply therefor, constituting such persons and others who thereafter become Shareholders or members (as the case may be) in the Company thereby created, a Body Corporate and Politic, for any of the purposes or objects to which the Legislative authority of the Legislature of New Brunswick extends, except the construction and working of Railways, the Business of Insurance other than as provided in Part II, the Management of Trades Unions, Friendly Societies, Building Societies, Trust Companies, Loan Companies, or other Associations of like character, upon the applicants therefor establishing to the satisfaction of the Minister of Justice due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such Charter.

APPLICATION FOR INCORPORATION UNDER
THE NEW BRUNSWICK COMPANIES ACT

TO: THE HONOURABLE THE MINISTER OF JUSTICE

1. The application of **ROLAND BELLIVEAU**, Businessman, of 7 Boishebert Street, in the Town of Shediac, in the County of Westmorland and Province of New Brunswick, **NOEL C.M. EUSTACE**, Businessman, of 290 Centennial Drive, in the Town of Shediac, in the County of Westmorland and Province of New Brunswick, and **DANIEL SKERRY**, Businessman, of 3rd Avenue, Pointe du Chene, in the County of Westmorland and Province of New Brunswick and **CLIFF NICKERSON**, Businessman, of 121 Railway Avenue, Pointe du Chene, in the County of Westmorland and Province of New Brunswick.

2. The undersigned applicants are desirous of obtaining Letters Patent under the provisions of the New Brunswick Companies' Act, constituting your applicants and such other as may become members in the Corporation thereby created, a body corporate, and politic under the name of "POINTE DU CHENE HARBOUR AUTHORITY INC.", or such other name as shall appear to you to be proper in the premises.

WHEREAS an application has been filed to incorporate a company pursuant to the provisions of Part 1 of the Companies Act, under the name of

POINTE DU CHENE HARBOUR AUTHORITY INC.

THEREFORE, under the authority of Part 1 of the Companies Act, by these presents, constitutes the applicants and such persons as may hereafter become members in the company hereby created, a body corporate and politic under the above name, with all the rights and powers conferred by the said Act, pursuant to the provisions of the application which is attached hereto and forms part hereof.

GIVEN under my hand at

FREDERICTON, NEW BRUNSWICK, the
19th day of September, 1988.


.....
MINISTER OF JUSTICE

3. The undersigned have satisfied themselves and are assured that the proposed corporate name of the Corporation under which incorporation is sought is not the corporate name of any other known Corporation incorporated or unincorporated or any liable to be confounded therewith, or otherwise on public grounds objectionable.

4. Each of your applicants is of the full age of nineteen years.

5. The purposes and objects for which the incorporation is sought by the applicants are:

- (a) To carry out and fulfill such duties and obligations as may be delegated to it by the Minister of Fisheries and Oceans pursuant to the Fishing and Recreational Harbours Act, RSC, Chapter 30, its regulations and all amendments thereto or under such other Acts as the Crown may from time to time delegate its authority to the Corporation;
- (b) To regulate and manage the use and maintain the Pointe du Chene wharf for the benefit and enjoyment of its users;
- (c) To construct, buy, lease, hold, build, develop, improve and convert any lands, buildings, water facilities and to carry out any land-sea operation necessary for the carrying of the said objects;
- (d) To raise money through grants, donations, rents, levies, licence and/or membership fees, loans, mortgages, debentures and any other means consistent herewith for carrying out the said objects;
- (e) To do all such things as are incidental or conducive to the attainment of the above objects.
- (f) To grant leases, licences or other privileges with respect to the use or enjoyment of the said facilities;
- (g) To demand, receive, sue for, recover and compel the payment of all sums of money that may become due and payable to the Company, and to apply the said sums for the objects and purposes of the Company, and generally to sue and be sued;

- (h) To enter into arrangements with any public authority that may seem conducive to the Company's objects and to obtain from such authority any rights, privileges and concessions;
 - (i) To draw, make, accept, discount, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments;
6. The Board of Directors shall be composed of a minimum of 4 and a maximum of 7 directors.
 7. The composition of directors shall be at least two nominated from the Pointe du Chene Marina and two nominated from the local community.
 8. The fifth and sixth director of the Harbour Authority, if applicable, shall be nominated from the local fisherman's association.
 9. Two directors, shall hold office for a term of 1 year, two other directors shall hold office for a term of 2 years. If applicable, the 5th director shall hold office for a period of 1 year, and the 6th director shall hold office for a period of 2 years.
 10. No director shall serve as a director for more than 5 consecutive years.
 11. The Corporation shall be without share capital and shall hold all property, real and personal, acquired by it by purchase, gift, bequest,

grant, devise or otherwise, and the income from and profit arising therefrom, in trust, to be used in promoting its purposes or objects and it is declared as follows:

- (a) The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects;
- (b) No parts of the income of the corporation may be payable to or otherwise available for the personal benefit of any member thereof;
- (c) The directors shall serve as directors and officers without remuneration, and no director shall directly or indirectly receive any profit from his position as director or officer; provided that a director may be paid reasonable expense incurred by him in the performance of his duties.

12. In the event of the liquidation, dissolution or winding up of the Corporation, the funds and assets of the Corporation remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned within special problems or organizations promoting the same or similar purposes as the Corporation as may be determined by the members of the Corporation at the time of liquidations, dissolution or winding up, but, if the foregoing provisions cannot be affected, then such funds and assets shall be given or transferred to some other organization or organizations except that such organization or organizations shall be the federal or a provincial government, a department or agency thereof,

a charitable organization, a charitable corporation or a charitable trust registered as such pursuant to the Income Tax Act (Canada) and amendments thereto by the Department of National Revenue, Taxation and whose registration has not been revoked or a non-profit organization that qualifies for exemption from tax pursuant to the Income Tax Act (Canada) and amendments thereto.

14. The Company shall have no capital stock or issue any share certificates, but may acquire real and personal property to a cost value not exceeding **FIFTEEN MILLION DOLLARS (\$15,000,000.00)**.

15. The affairs of the Corporation shall be managed by its Board of Directors, who may when authorized by by-law delegate powers to officers or directors of the Corporation, to such extent and in such manner as may be set out in the by-law.

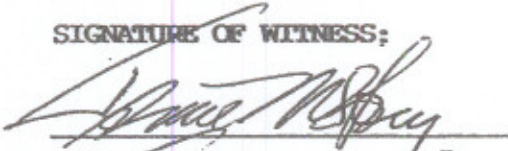
16. The Head Office of the Company within the Province of New Brunswick, shall be at Pointe du Chene, in the County of Westmorland.

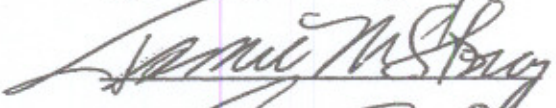
A company register has been opened and a memorandum of agreement by the applicants under seal in accordance with the statute has been executed in duplicate one of the duplicates being transmitted herewith.

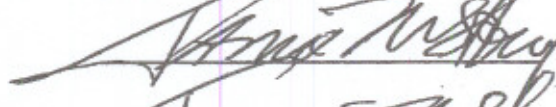
The undersigned therefore request that Letters Patent may be granted constituting them and such other persons as may hereafter become members of the Company, a body corporate and politic for the purposes set forth.

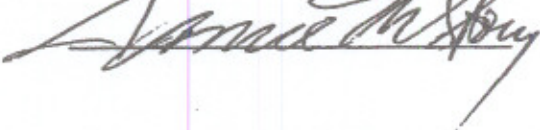
DATED at the Town of Shediac, in the County of Westmorland and Province of New Brunswick, this 8th day of September A.D., 1988.

SIGNATURE OF WITNESS:







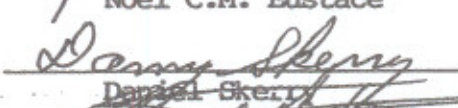


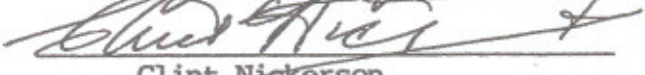


SIGNATURE OF APPLICANTS:



Roland Belliveau


Noel C.M. Eustace


Daniel Skerry


Clint Nickerson