

CORPORATION OF THE TOWN OF AMHERSTBURG

BY-LAW NO. 2004-68

Being a By-law to authorize the execution of an Amending Agreement (Christopher Gauthier and Paula Gauthier)

WHEREAS a Lease Agreement was entered into between the Corporation of the Town of Amherstburg and Christopher Gauthier and Paula Gauthier on the 1st day of March, 2004 for the use of a portion of the former Anderdon Municipal Building, Part Lot 7, Concession 3;

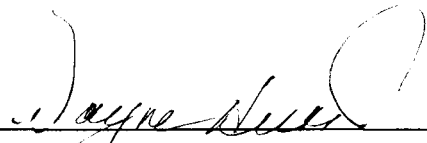
AND WHEREAS the operating name of the said tenants was not specified on By-law 2004-14 or the attached Lease Agreement;

AND WHEREAS Council deems it advisable to enter into an Amending Agreement to adjust the said By-law and Lease Agreement to include the operating name of the tenants;

NOW THEREFORE THE COUNCIL OF THE CORPORATION OF THE TOWN OF AMHERSTBURG HEREBY ENACTS AS FOLLOWS:

1. That the Corporation of the Town of Amherstburg enter into an Amending Agreement with Christopher Gauthier and Paula Gauthier in the form hereto annexed, and the Mayor and Clerk be and they are hereby authorized and directed to sign the original and copies thereof, deliver copies to Christopher Gauthier and Paula Gauthier after execution has been completed.
2. That this By-law shall come into force and take effect on the date of final passage thereof.

Read a first, second and third time and finally passed this _____ day of _____, _____.



Mayor



Clerk

Certified to be a true copy of By-law
No. 2004-68 passed by the Council of the
Town of Amherstburg on the
day of _____, _____.

Clerk

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

There are no such restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

1. An unlimited number of common shares;
2. An unlimited number of voting non-participating, redeemable, retractable Class A Special Shares, bearing a variable dividend rate of between zero (0%) percent and fifteen (15%) percent per annum on the redemption amount thereof; and
3. An unlimited number of non-voting non-participating, redeemable, retractable Class B Special Shares, bearing a variable dividend rate of between zero (0%) percent and fifteen (15%) percent per annum on the redemption amount thereof.

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

COMMON SHARES

7.1 Dividends. Subject to the prior rights of the holders of the Class A and Class B special shares and to any other shares ranking senior to the common shares with respect to priority in the payment of dividends, the holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

7.2 Dissolution. In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the preference shares and to any other shares ranking senior to the common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

7.3 Voting Rights. The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

CLASS A SPECIAL SHARES

7a.1. Stated Capital. The Class A special shares in the capital stock of the Corporation shall be issuable at a stated capital value as hereinafter defined and shall be designated as Class A voting, redeemable, retractable and non-participating (whether as to dividend or winding-up) shares without par value yielding, in priority to any payment of dividends on the Class B special shares, non-cumulative dividends at a variable rate of between zero (0%) percent and fifteen (15%) percent per annum on the Redemption Amount as hereinafter defined.

7a.2. Dividend Rate and Amount. The holders of the Class A special shares shall be entitled to receive and the Corporation shall pay thereon as and when declared by the Board of Directors of the Corporation out of profits or surplus of the Corporation properly available for the payment of dividends preferential, non-

cumulative dividends at the rate per annum which shall be determined from time to time by the Board of Directors of the Corporation in good faith and having regard to all of the circumstances of the Corporation at a variable rate of between zero (0%) percent and fifteen (15%) percent per annum of the Redemption Amount thereof. The Board of Directors shall be entitled from time to time to declare part of the said preferential non-cumulative dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four 4 months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class A special shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holder of the Class A special shares shall not be entitled to any dividends other than or in excess of the preferential non-cumulative dividends as hereinbefore provided for.

- 7a.3. **Priority on Dividends.** Except with the consent in writing of the holders of all of the Class A special shares issued and outstanding, no dividend shall at any time be declared and paid on or set apart for payment upon the common shares or any other shares of the Corporation ranking junior to the Class A special shares in any fiscal year unless and until the preferential non-cumulative dividend on all the prior standing Class A special shares and any other class of shares of the Corporation ranking in priority to or in parity with the Class A special shares outstanding in respect of such fiscal year has been declared and paid or set apart for payment.
- 7a.4. **Preference on Redemption.** In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purposes of winding-up its affairs, the holder of Class A special shares shall be entitled to receive from the assets and property of the Corporation a value not exceeding the Redemption Amount of the Class A special shares as hereinafter defined per each Class A special share together with all declared and unpaid preferential non-cumulative dividends thereon, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common share or shares of any other class ranking junior to the Class A special shares. After payment of the holders of the Class A special shares of the amounts so payable to them as above provided; they shall not be entitled to share in any further distribution of the assets or any property of the Corporation.
- 7a.5. **Purchase for Cancellation.** The Corporation may, at any time, or from time to time, purchase for cancellation all or any part of the outstanding Class A special shares at the lowest price at which, in the opinion of the Directors, such shares are obtainable but not exceeding an amount equal to one hundred percent (100%) of the aggregate Redemption Amounts thereof. Except where the purchase for cancellation is made on the open market or all of the holders of the Class A special shares consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class A special shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two (2) or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Class A special shares offered in each tender in proportion as nearly as may be to the total number of Class A special shares offered in each tender (disregarding fractions).

- 7a.6. Redemption by Corporation. The Class A special shares or any part thereof shall be redeemable at any time at the option of the Corporation without the consent of the holders thereof, upon giving notice as hereinafter provided, and on payment to the holders thereof, for each share to be redeemed, an amount or value not exceeding the Redemption Amount of each such Class A special share as herein defined for each such Class A special share (together with all declared and unpaid preferential non-cumulative dividends thereon).
- 7a.7. Procedure on Redemption by Corporation. In the case of the redemption of the Class A special shares under the provisions of paragraph 7a.6 hereof, the Corporation shall, at least twenty (20) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of the Class A special shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A special shares. Such notice shall be mailed by letter postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give such notice to one or more persons being such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which the redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A special shares to be redeemed the redemption price thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificate representing the Class A special shares called for redemption. If a part only of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class A special shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A special shares as aforesaid to deposit the redemption price of the shares so called for redemption or if such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class A special shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

- 7a.8. Voting Rights. The holders of the Class A special shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class A special share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.
- 7a.9. Further Amendments. The confirmation required by the Business Corporations Act, R.S.O. 1990, chap. B.16 as now enacted or as the same may from time to time be amended, re-enacted, or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to the amended re-enactment or replaced provision) (the "Act"), of a resolution authorizing an amendment to the articles deleting or varying a preference, right, condition, restriction, limitation or prohibition attaching to the Class A special shares ranking in any respect in priority to or on a parity with the Class A special shares may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A special shares duly called for that purpose and held upon at least ten (10) days' notice at which the holders of at least ten percent (10%) of the then outstanding Class A special shares are present or represented by proxy. If at any such meeting the holders of ten percent (10%) of the outstanding Class A special shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date not being less than fourteen (14) days later and to such time and place as may be appointed by the Chairman and at least ten (10) days' notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of Class A special shares present or represented by proxy may transact the business for which the meeting was originally called and the confirmation of the holders of the Class A special shares referred to above may be given by at least two-thirds (2/3) of the votes cast at such adjourned meeting. The formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting every holder of the Class A special shares shall be entitled to one (1) vote in respect of each Class A special share held.
- 7a.10. Retraction. A holder of Class A special shares shall be entitled to require the Corporation to redeem at any time or times after the issuance thereof all or any of the Class A special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or certificates representing the Class A special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A special shares represented by such certificate or certificates redeemed by the Corporation; and (ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class A special shares. Requests in writing given by the registered holder, shall specify a Redemption Date which shall be not less than one hundred and eighty (180) days after the date on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Class A special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the

Redemption Date redeem such Class A special shares by paying to such registered holder an amount equal to the aggregate of the Redemption Amount of the Class A special shares being redeemed plus all declared and unpaid dividends thereon. Such payment shall be made by cheque payable at par at any branch of the Corporation's banker for the time being in Canada. The said Class A special shares shall be redeemed on the Redemption Date and such shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class A special shares in respect thereof unless payment of the redemption price is not made on the Redemption Date, in which event, the rights of the holders of the said shares shall remain unaffected.

- 7a.11. Redemption Amount. The Redemption Amount of each Class A special share shall be that amount or value which is equivalent to the fair market value of the consideration received by or paid to the Corporation for and in respect of the issuance by the Corporation to the particular shareholder to whom such Class A special shares was issued as at the time of issuance of and for that issuance of Class A special shares divided by the number of Class A special shares issued at the time of the issuance.
- 7a.12. Limitation on Redemption Amount. Save and except where the authorized capital of the Corporation allocated to the aggregate of the Class A special shares shall be increased in accordance with the applicable and appropriate procedure referable to or otherwise governing the increase of the Corporation's authorized capital, the aggregate of the Redemption Amounts of all of the Class A special shares issued or to be issued by the Corporation shall not under any circumstances exceed the sum or value which is equivalent to the fair market value of the consideration received by or paid to the Corporation for or in respect of the issue of the aggregate of all Class A special shares issued and outstanding at the particular point of time.
- 7a.13. Addition to Stated Capital Account. Each Class A special share shall be issued by the Corporation at an amount or value equivalent to the Stated Capital Amount of or for such Class A special share. The Stated Capital Amount of and for each Class A special share shall be such sum or amount as may be determined by the Board of Directors by resolution of the Board of Directors in respect of the issuance of the particular Class A special share; provided that the Stated Capital amount of each Class A special share shall not in any event exceed the Redemption Amount of each Class A special share.
- 7a.14. Price Adjustment. The Redemption Amount and the Stated Capital Amount of each Class A special share issued by the Corporation shall be determined as hereinbefore provided. Such Redemption Amount and Stated Capital Amount shall be determined in good faith by the Board of Directors of the Corporation in conjunction, co-operation and agreement with the particular shareholder to whom the Class A special share was issued as at the time of issuance of such Class A special share and the Redemption Amount and Stated Capital Amount so determined shall be deemed to be binding upon both the Corporation and the shareholder to whom the particular Class A special share was issued or any heir, successor, assignee thereof, or transferee therefrom. Provided that in the event that the Redemption Amount and the Stated Capital Amount or either of them shall be determined by the Minister of National Revenue (or any other person succeeding or inheriting the authority, responsibilities or powers of the Minister of

National Revenue) to be some value or amount other than as have been determined in accordance herewith by the Corporation and the particular shareholder as hereinafter provided; then, and in such event, the Redemption Amount or the Stated Capital Amount, as the case may be, shall be such amount or value other than as determined in accordance herewith being an amount or value that is agreed upon by each and all of the Corporation, the shareholder then holding and being the registered holder of the particular Class A special share and the Minister of National Revenue. Provided that if the Corporation, the shareholder and the Minister of National Revenue shall be unable to agree upon the value or the amount of the Redemption Amount or the Stated Capital Amount, as the case may be, as hereinbefore provided; then the determination of the Redemption Amount or the Stated Capital Amount shall be referred to a court of competent jurisdiction for determination and the value or amount of the Redemption Amount or the Stated Capital Amount, as the case may be, shall be such amount or value as shall have been determined by the said Court of competent jurisdiction being a determination that each and all of the Corporation, the shareholders and the Minister of National Revenue shall each accept or being a determination by a Court of competent jurisdiction from which no further appeal lies.

- 7a.15. Priority. The Class A special shares shall rank in priority to the Class B special shares and the common shares.

CLASS B SPECIAL SHARES

- 7b.1. Stated Capital. The Class B special shares in the capital stock of the Corporation shall be issuable at a stated capital value as hereinafter defined and shall be designated as Class B non-voting, redeemable and participating shares without par value yielding, subject to the prior preference of the Class A special shares, non-cumulative dividends at a variable rate of between zero (0%) percent and fifteen (15%) percent per annum per annum on the Redemption Amount as hereinafter defined.
- 7b.2. Dividend Rate and Amount. The holders of the Class B special shares shall be entitled, subject to the prior preference of the Class A special shares, to receive and the Corporation shall pay thereon as and when declared by the Board of Directors of the Corporation out of profits and surplus of the Corporation properly available for the payment of dividends preferential, non-cumulative dividends at the rate per annum which shall be determined from time to time by the Board of Directors of the Corporation in good faith and having regard to all of the circumstances of the Corporation at a variable rate of between zero (0%) percent and fifteen (15%) percent per annum on the Redemption Amount thereof. The Board of Directors shall be entitled from time to time to declare part of the said preferential non-cumulative dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class B special shares for such fiscal year then the rights of the holders of the Class B special shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of the Class B special shares shall not be entitled to any dividends other than or in excess of the preferential non-cumulative dividends as hereinbefore provided for.

- 7b.3. Priority on Dividends. Except with the consent in writing of the holders of all Class B special shares outstanding, no dividends shall at any time be declared or paid upon, or set aside for payment on any common shares without nominal or par value (hereinafter called the "common shares") or on any shares of any other class ranking junior to the Class B special shares for any fiscal year unless and until the preferential non-cumulative dividend for such fiscal year on all Class B special shares outstanding has been declared and paid or a sum set aside for payment thereof.
- 7b.4. Preference on Redemption. In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purposes of winding-up its affairs, the holder of Class B special shares shall be entitled to receive from the assets and property of the Corporation a value not exceeding the Redemption Amount of the Class B special shares as hereinafter defined per each Class B special share together with all declared and unpaid preferential non-cumulative dividends thereon, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common share or shares of any other class ranking junior to the Class B special shares. After payment of the holders of the Class B special shares of the amounts so payable to them as above provided; they shall not be entitled to share in any further distribution of the assets or any property of the Corporation.
- 7b.5. Purchase for Cancellation. The Corporation may, at any time, or from time to time, purchase for cancellation all or any part of the outstanding Class B special shares at the lowest price at which, in the opinion of the Directors, such shares are obtainable but not exceeding an amount equal to one hundred percent (100%) of the aggregate Redemption Amounts thereof. Except where the purchase for cancellation is made on the open market or all of the holders of the Class B special shares consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class B special shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two (2) or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Class B special shares offered in each tender in proportion as nearly as may be to the total number of Class B special shares offered in each tender (disregarding fractions).
- 7b.6. Redemption by Corporation. The Class B special shares or any part thereof shall be redeemable at any time at the option of the Corporation without the consent of the holders thereof, upon giving notice as hereinafter provided, and on payment to the holders thereof, for each share to be redeemed, an amount or value not exceeding the Redemption Amount of each such Class B special share as herein defined for each such Class B special share (together with all declared and unpaid preferential non-cumulative dividends thereon).
- 7b.7. Procedure on Redemption by Corporation. In the case of the redemption of the Class B special shares under the provisions of paragraph 7b.6 hereof, the Corporation shall, at least twenty (20) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of the Class B special shares to be redeemed a notice in writing of the intention

of the Corporation to redeem such Class B special shares. Such notice shall be mailed by letter postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give such notice to one or more persons being such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which the redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B special shares to be redeemed the redemption price thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificate representing the Class B special shares called for redemption. If a part only of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class B special shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B special shares as aforesaid to deposit the redemption price of the shares so called for redemption or if such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class B special shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class B special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

- 7b.8. Voting. The holders of the Class B special shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class B special shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.
- 7b.9. Further Amendments. The confirmation required by the Act of a resolution authorizing an amendment to the articles deleting or varying a preference, right, condition, restriction, limitation or prohibition attaching to the Class B special shares ranking in any respect in priority to or on a parity with the Class B special shares may be given by at least two-thirds (2/3) of the votes cast at a meeting of

the holders of the Class B special shares duly called for that purpose and held upon at least ten (10) days' notice at which the holders of at least ten percent (10%) of the then outstanding Class B special shares are present or represented by proxy. If at any such meeting the holders of ten percent (10%) of the outstanding Class B special shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date not being less than fourteen (14) days later and to such time and place as may be appointed by the Chairman and at least ten (10) days' notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of Class B special shares present or represented by proxy may transact the business for which the meeting was originally called and the confirmation of the holders of the Class B special shares referred to above may be given by at least two-thirds (2/3) of the votes cast at such adjourned meeting. The formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting every holder of the Class B special shares shall be entitled to one (1) vote in respect of each Class B special share held.

7b.10. Retraction. A holder of Class B special shares shall be entitled to require the Corporation to redeem at any time or times after the issuance thereof all or any of the Class B special shares registered in the name of such holder on the books of the Corporation by tendering the Corporation at its registered office a share certificate or certificates representing the Class B special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class B special shares represented by such certificate or certificates redeemed by the Corporation; and (ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class B special shares. Requests in writing given by the registered holder, shall specify a Redemption Date which shall be not less than one hundred and eighty (180) days after the date on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Class B special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class B special shares by paying to such registered holder an amount equal to the aggregate of the Redemption Amount of the Class B special shares being redeemed plus all declared and unpaid dividends thereon. Such payment shall be made by cheque payable at par at any branch of the Corporation's banker for the time being in Canada. The said Class B special shares shall be redeemed on the Redemption Date and such shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class B special shares in respect thereof unless payment of the redemption price is not made on the Redemption Date, in which event, the rights of the holders of the said shares shall remain unaffected.

7b.11. Redemption Amount. The Redemption Amount of each Class B special share shall be that amount or value which is equivalent to the fair market value of the consideration received by or paid to the Corporation for and in respect of the issuance by the Corporation to the particular shareholder to whom such Class B special shares was issued as at the time of issuance of and for that issuance of Class B special shares divided by the number of Class B special shares issued at the time of the issuance.

- 7b.12. Limitation on Redemption Amount. Save and except where the authorized capital of the Corporation allocated to the aggregate of the Class B special shares shall be increased in accordance with the applicable and appropriate procedure referable to or otherwise governing the increase of the Corporation's authorized capital, the aggregate of the Redemption Amounts of all of the Class B special shares issued or to be issued by the Corporation shall not under any circumstances exceed the sum or value which is equivalent to the fair market value of the consideration received by or paid to the Corporation for or in respect of the issue of the aggregate of all Class B special shares issued and outstanding at the particular point of time.
- 7b.13. Addition to Stated Capital Account. Each Class B special share shall be issued by the Corporation at an amount or value equivalent to the Stated Capital Amount of or for such Class B special share. The Stated Capital Amount of and for each Class B special share shall be such sum or amount as may be determined by the Board of Directors by resolution of the Board of Directors in respect of the issuance of the particular Class B special share; provided that the Stated Capital amount of each Class B special share shall not in any event exceed the Redemption Amount of each Class B special share.
- 7b.14. Price Adjustment. The Redemption Amount and the Stated Capital Amount of each Class B special share issued by the Corporation shall be determined as hereinbefore provided. Such Redemption Amount and Stated Capital Amount shall be determined in good faith by the Board of Directors of the Corporation in conjunction, co-operation and agreement with the particular shareholder to whom the Class B special share was issued as at the time of issuance of such Class B special share and the Redemption Amount and Stated Capital Amount so determined shall be deemed to be binding upon both the Corporation and the shareholder to whom the particular Class B special share was issued or any heir, successor, assignee thereof, or transferee therefrom. Provided that in the event that the Redemption Amount and the Stated Capital Amount or either of them shall be determined by the Minister of National Revenue (or any other person succeeding or inheriting the authority, responsibilities or powers of the Minister of National Revenue) to be some value or amount other than as have been determined in accordance herewith by the Corporation and the particular shareholder as hereinafter provided; then, and in such event, the Redemption Amount or the Stated Capital Amount, as the case may be, shall be such amount or value other than as determined in accordance herewith being an amount or value that is agreed upon by each and all of the Corporation, the shareholder then holding and being the registered holder of the particular Class B special share and the Minister of National Revenue. Provided that if the Corporation, the shareholder and the Minister of National Revenue shall be unable to agree upon the value or the amount of the Redemption Amount or the Stated Capital Amount, as the case may be, as hereinbefore provided; then the determination of the Redemption Amount or the Stated Capital Amount shall be referred to a court of competent jurisdiction for determination and the value or amount of the Redemption Amount or the Stated Capital Amount, as the case may be, shall be such amount or value as shall have been determined by the said Court of competent jurisdiction being a determination that each and all of the Corporation, the shareholders and the Minister of National Revenue shall each accept or being a determination by a Court of competent jurisdiction from which no further appeal lies.
- 7b.15. Priority. The Class B special shares shall rank in priority to the common shares.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No shares shall be transferred without the consent of the board of directors evidenced by a resolution or by their consent in writing.

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9. Other provisions if any:
Autres dispositions, s'il y a lieu :

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(c) The Board of Directors may from time to time, without authorization of the shareholders of the Corporation, from time to time, in such amounts and on such terms as it deems expedient:

(i) borrow money upon the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) subject to the limitations in the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property and assets of the Corporation, currently owned or subsequently acquired, including, without limiting the generality of the foregoing, real and personal property, moveable and immoveable property, tangible and intangible assets, book debts, rights, powers, franchises and its undertaking, to secure any obligation of the Corporation.

The Board of Directors may from time to time by resolution delegate to a committee of directors or to one or more of the directors or officers of the Corporation all or any of the powers hereby conferred upon the board to such extent and in such manner as the board shall determine at the time of each such delegation. Nothing in this section 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.

10. The names and addresses of the incorporators are:
Noms et adresses des fondateurs :

First name, middle names and surname or corporate name
*Prénom, autres prénoms et nom de famille ou
dénomination sociale*

Full address for service or address of registered office or
of principal place of business giving street & No. or R.R.
No., municipality and postal code
*Domicile élu au complet, adresse du siège social ou
adresse de l'établissement principal, y compris la rue et le
numéro ou le numéro de la R.R., le nom de la
municipalité et le code postal*

PAULA GAUTHIER

273 St. John Street, P.O. Box 1102
Belle River, Ontario N0R 1A0

CHRISTOPHER GAUTHIER

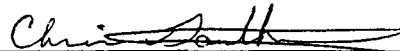
273 St. John Street, P.O. Box 1102
Belle River, Ontario N0R 1A0

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Signatures of incorporator(s) /
Signatures des fondateurs



PAULA GAUTHIER



CHRISTOPHER GAUTHIER

CORPORATION OF THE TOWN OF AMHERSTBURG

BY-LAW NO. 2004-14

**Being a By-law authorizing a Lease Agreement between
The Corporation of the Town of Amherstburg and Christopher Gauthier
and Paula Gauthier for the use of a portion of the former
Anderdon Municipal Building, Part Lot 7, Concession 3.**

WHEREAS the Corporation of the Town of Amherstburg is desirous of leasing out a portion of the former Anderdon Municipal Building, Part Lot 7, Concession 3 and;

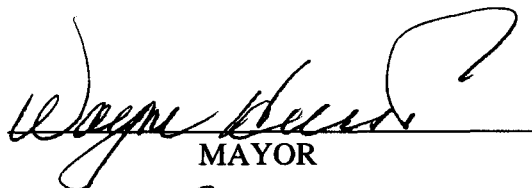
WHEREAS Christopher Gauthier and Paula Gauthier are proposing to lease the premises for the purpose of operating a Day Care Centre and;

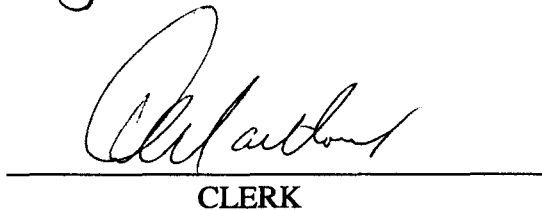
WHEREAS the parties are desirous of entering into a lease agreement

**NOW THEREFORE THE COUNCIL OF THE CORPORATION OF
THE TOWN OF AMHERSTBURG ENACTS AS FOLLOWS:**

1. That the Corporation of the Town of Amherstburg enter into a lease agreement with Christopher Gauthier and Paula Gauthier which is attached as Schedule "A" to this by-law and forms part of this by-law.
2. That the Mayor and Clerk be authorized to sign the lease agreement between the Corporation of the Town of Amherstburg and Christopher Gauthier and Paula Gauthier.
3. That this by-law shall come into force and take effect on the final passing thereof.

Read a first, second, third and final time and finally passed this 23rd day of February, 2004.


MAYOR


CLERK

Certified to be a true copy of
By-law No. 2004-14 passed
on February 23rd, 2004.

Clerk

CORPORATION OF THE TOWN OF AMHERSTBURG

BY-LAW NO. 1999-34

A by-law authorizing a Lease Agreement between the Corporation of the Town of Amherstburg and The Discovery Tree Early Years Center Inc. and Frank DiPasquale and Sandra DiPasquale for the use of a portion of the former Anderdon Municipal Building, Part Lot 7, Concession 3.

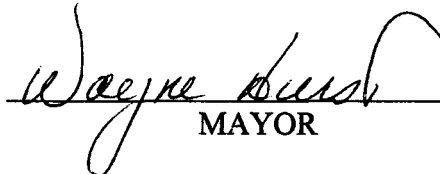
WHEREAS the Corporation of the Town of Amherstburg is desirous of leasing out a portion of the former Anderdon Municipal Building, Part Lot 7, Concession 3 and;

WHEREAS The Discovery Tree Early Years Center Inc. and Frank DiPasquale and Sandra DiPasquale have made a proposal to the Town of Amherstburg to lease the premises for the purpose of operating a Day Care Center; and;

WHEREAS the parties are desirous of entering into a lease agreement.

**NOW THEREFORE THE COUNCIL OF THE CORPORATION
OF THE TOWN OF AMHERSTBURG ENACTS AS FOLLOWS:**

1. That the Corporation of the Town of Amherstburg enter into a lease agreement with The Discovery Tree Early Years Center Inc. and Frank DiPasquale and Sandra DiPasquale which is attached as Schedule 'A' to this by-law and forms part of this by-law.
2. That the Mayor and Clerk be authorized to sign the lease agreement between the Corporation of the Town of Amherstburg and The Discovery Tree Early Years Center Inc. and Frank DiPasquale and Sandra DiPasquale.
3. That this by-law shall come into force and take effect on the final passing thereof.



MAYOR



CLERK

1st Reading - June 28, 1999

2nd Reading - June 28, 1999

3rd Reading - June 28, 1999

