

CANADA
PROVINCE DE L'ONTARIO
MUNICIPALITE REGIONALE
~~DE WATERLOO~~
OXFORD

EN CE QUI CONCERNE la demande de
constitution en société d'Edward Fellow
et autres personnes en vertu de la
Partie II de la LOI SUR LES CORPORATIONS
CANADIENNES sous le nom de THE CANADIAN
ASSOCIATION OF MUTUAL INSURANCE COMPANIES
INCORPORATED / L'ASSOCIATION CANADIENNE
DES COMPAGNIES D'ASSURANCE MUTUELLE
INCORPOREE

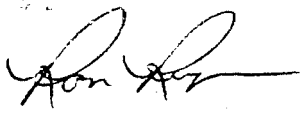
JE, EDWARD FELLOW, de la ville de Tavistock, dans la province de
l'Ontario, déclare solennellement ce qui suit :

1. Je suis l'un des demandeurs aux présentes.
2. J'ai connaissance de l'affaire et les déclarations que contient la demande ci-jointe sont, à ma connaissance et à mon avis, véridiques.
3. Je suis informé et suis d'avis que chaque demandeur signataire de ladite demande a dix-huit ans révolus et est autorisé en vertu de la loi à passer un contrat et que son nom et sa description ont été donnés avec exactitude dans le préambule de la demande.
4. La dénomination sociale proposée pour la compagnie n'est inacceptable pour aucune raison d'ordre publique et ne correspond à celle d'aucune entreprise connue, constituée en société ou non, à aucune société de personnes ou individuelle, à aucune dénomination sous laquelle une entreprise connue est exploitée ni à aucune dénomination qui ressemblerait à s'y méprendre à la dénomination proposée.
5. Je me suis assuré et suis convaincu que la constitution en société de la compagnie précitée ne portera préjudice à aucun intérêt public ou privé.

JE fais cette déclaration solennelle la croyant en mon âme et conscience véridique et sachant qu'elle a le même effet que si elle était faite sous serment et en vertu de la Loi sur la preuve au Canada.

FAIT DEVANT MOI à ^{E. Zolla - Tavistock} ~~Kitchener~~
dans la municipalité
régionale de Waterloo, en ce
3^{ème} jour de ^{OXFORD} ~~JANVIER~~ 1987.)
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EDWARD FELLOW



LETTERS PATENT

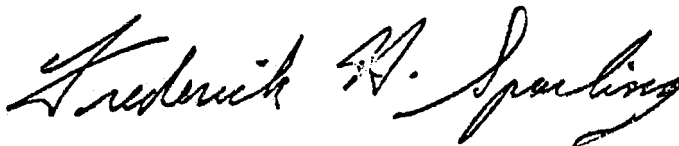
WHEREAS an application has been filed to incorporate a corporation under the name

THE CANADIAN ASSOCIATION OF MUTUAL
INSURANCE COMPANIES INCORPORATED
L'ASSOCIATION CANADIENNE DES COMPAGNIES
D'ASSURANCE MUTUELLES INCORPOREE

THEREFORE the Minister of Consumer and Corporate Affairs by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - April 10, 1990

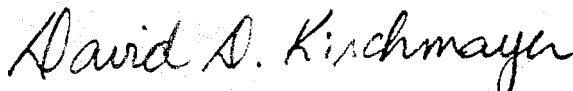
GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.



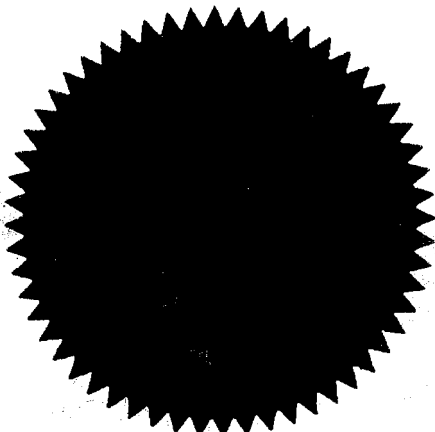
for the Minister of Consumer and
Corporate Affairs

RECORDED 4th May, 1990

Film 635 Document 145



Deputy Registrar General of Canada



APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE
CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

To the Minister of Consumer and Corporate Affairs of Canada.

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

THE CANADIAN ASSOCIATION OF MUTUAL INSURANCE COMPANIES INCORPORATED
L'ASSOCIATION CANADIENNE DES COMPAGNIES D'ASSURANCE MUTUELLES INCORPORÉE

The undersigned have satisfied themselves and are assured that the proposed names under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resemble the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

JOHN HARPER
75 Queen Street West
Tillsonburg, Ontario
N4G 3H1
ReInsurance Company Manager

EDWARD PELLOW
55 Fuhr Street
Tavistock, Ontario
N0B 2R0
Insurance Company Manager

DAVID MACKAY
Box 235,
Lindsay, Ontario.
K9V 4S1
Insurance Company Manager

DOUGLAS COOK
Box 291
Middleton, Nova Scotia
B0S 1P0
Insurance Company Manager

JACQUES DOUVILLE
1196 de la Poterie
Cap-Rouge, Quebec
GLY 2E5
ReInsurance Company General Manager

EDGAR MITTON
R. R. #2
Moncton, New Brunswick
ELC 8J6
Insurance Company Director

GRANT TAYLOR
Box 53
Mt. Lehman, British Columbia
VOX 1V0
Insurance Company General Manager

THOMAS McCARTNEY
38 Radisson Avenue
Portage La Prairie, Manitoba
R1N 1A9
Insurance Company Assistant Manager

ERIC SCHROEDER
Box 94
Waldheim, Saskatchewan
S0K 4R0
Insurance Company General Manager

The said JOHN HARPER, EDWARD PELLOW, DAVID MACKAY, DOUGLAS COOK, JACQUES DOUVILLE, EDGAR MITTON, GRANT TAYLOR, THOMAS McCARTNEY and ERIC SCHROEDER will be the first directors of the Corporation.

III

The objects of the Corporation are:

To encourage, develop and maintain co-operation between Canadian Mutual Insurance Companies and related insurance organizations; to provide education, information and product knowledge to its members; to gather, compile and analyse information upon all matters relating to insurance and generally to promote the interests of all Canadian Mutual Insurance Companies, to devise and recommend improved and uniform methods of transacting the business and for the elimination of hazards and reduction and prevention of losses, and to co-operate with existing agencies organized for these purposes; to encourage and promote adequate, reasonable and uniform enactment, interpretation and administration of insurance law, to the end that the economies and benefits of Canadian Mutual insurance may be made available to our member companies; to maintain department, committees, services and publications; and generally to do any and all things necessary or incidental to the accomplishment of these objects.

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: City of Cambridge, Regional Municipality of Waterloo, Ontario.

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 rateably amongst the members.

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general 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 debentures, 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, moveable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

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 City of *Dixie* , in the Province of *Sask.*, this *13* day of *September*, 1989.

John A. Harper
.....
JOHN HARPER

DATED at the City of *TAVISTOCK* , in the Province of *ONTARIO* , this *10th* day of *AUG* , 1989.

Edward Pellow
.....
EDWARD PELLOW

DATED at the City of *LINUSAY* , in the Province of *ONT* , this *15th* day of *AUG* , 1989.

David Mackay
.....
DAVID MACKAY

DATED at the City of *BERWICK* , in the Province of *N.S.* , this *28th* day of *Aug* , 1989.

Douglas Cook
.....
DOUGLAS COOK

DATED at the City of *Sillery* , in the Province of *Quebec* , this *11th* day of *Sept.* , 1989.

Jacques Douville
.....
JACQUES DOUVILLE

DATED at the City of _____ , in the Province of *N.B.* , this *11* day of _____ , 1989.

Edgar Mitton
.....
EDGAR MITTON

DATED at the City of *Surrey* , in the Province of *BC* , this *21* day of *Sept.* , 1989.

Grant Taylor
.....
GRANT TAYLOR

DATED at the City of *awolden*, in the Province of *Sask*, this *11* day
of *Sept*, 1989.

.....
Eric Schroeder
.....
~~THOMAS MCCARTNEY~~ *Eric Schroeder*

DATED at the City of *Dighton*, in the Province of *N/S*, this *14* day
of *Sept*, 1989.

.....
Thomas McCartney
.....
~~ERIC SCHROEDER~~ *Thomas McCartney*

CANADA
PROVINCE OF ONTARIO
REGIONAL MUNICIPALITY
OF WATERLOO

IN THE MATTER of the application of EDWARD
PELLOW and others for incorporation under
Part II of the CANADA CORPORATIONS ACT
under the name of THE CANADIAN ASSOCIATION
OF MUTUAL INSURANCE COMPANIES INCORPORATED/
L'ASSOCIATION CANADIENNE DES COMPAGNIES
D'ASSURANCE MUTUALE INCORPOREE

TO WIT:

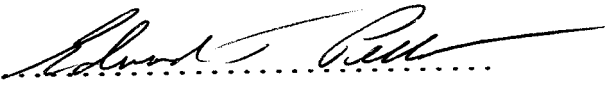
I, EDWARD PELLOW, of the Town of Tavistock, in the Province of Ontario,
do solemnly declare this:

1. I am one of the applicants herein.
2. I have knowledge of the matter, and that the statements in the annexed application contained are, to the best of my knowledge and belief, true in substance and in fact.
3. I am informed and believe that each applicant signing the said application is of the full age of eighteen years and has power under law to contract and that his or her name and description have been accurately set out in the preamble thereto.
4. The proposed corporate name of the company is not on any public grounds objectionable and that it is not that of any known company, incorporated or unincorporated, or of any partnership or individual, or any name under which any known business is being carried on, or so nearly resembling the same as to deceive.
5. I have satisfied myself and am assured that no public or private interest will be prejudicially affected by the incorporation of the company aforesaid.

AND I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

SWORN BEFORE ME at the ^{Twp}City of)
~~East Gwillimburgh~~ Kitchener, in the ~~Regional~~ County)
~~Municipality of Waterloo~~, this)
23rd day of September, 1989.)

f Oxford


.....
EDWARD PELLOW

A Commissioner, etc

