

**UNITED WAY OF COLCHESTER COUNTY**  
(the "Society")

**SPECIAL RESOLUTION: SURRENDER**

**BE IT RESOLVED AS A SPECIAL RESOLUTION** of the Society pursuant to the *Societies Act* (Nova Scotia) that:

1. The Society be and is hereby authorized to make application to the Registrar of Joint Stock Companies of the Province of Nova Scotia for the surrender of its certificate of incorporation and the fixing of a date upon and from which the Society shall be dissolved in accordance with the Section 26 of the *Societies Act*, being Chapter 435 of the Revised Statutes of Nova Scotia, 1989 and amendments thereto;
2. For the purposes of enabling the Society to surrender its certificate, as incidental and preliminary to the dissolution of the Society, the property and assets of the Society be distributed to the United Way Maritimes;
3. The Secretary be and is hereby authorized and directed to file a printed copy of this Special Resolution, duly certified by the Secretary, with the Registrar of Joint Stock Companies.



**UNITED WAY OF COLCHESTER COUNTY**  
(the "Society")

**MEMBERS' RESOLUTIONS**

**WHEREAS** the Society has resolved to dissolve, wind-up its affairs and distribute its property in accordance with its Memorandum and By-Laws;

**BE IT RESOLVED THAT:**

1. The Society is authorized to enter into a deed of gift and donation agreement with United Way Maritimes (the "**Deed of Gift**") and such other agreements as are necessary to effect the foregoing.
2. The winding-up of the affairs of the Society and the distribution of its assets shall take place effective as of the date set forth in the Deed of Gift.
3. Any director or officer of the Society is hereby authorized and directed to do all things and execute all documents, under the corporate seal where required, necessary or desirable to give effect to the foregoing

