

Ministry Use Only
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 Ministère of
 Consumer and
 Commercial
 Ontario Relations

Ministère de
 la Consommation
 et du Commerce
 LETTRES PATENTE
 La présente requête forme la charte de la
 compagnie constituée en personne morale
 par lettres patentes datées du

Ontario Corporation Number
 Numéro de l'association en Ontario

965327

LETTERS PATENT

This application constitutes the charter
 of the corporation which is issued by
 these Letters Patent dated this

AUGUST 11 **AOÛT 1992**

Minister of Consumer
 and Commercial Relations

Le Ministre de la
 Consommation et du Commerce

per/par

Paul D. [Signature]
 Director / Directeur

Trans Code A 18	Line No. 0 20	Stat 0 28	Comp Type B 29	Method Incorp. 1 30
Share N 31	Notice Req'd Y 32	Jurisdiction ONTARIO 33 47		

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL
 REQUÊTE EN CONSTITUTION D'UNE ASSOCIATION**

Form 2
 Corporations
 Act
 Formulaire
 numéro 2
 Loi sur les
 compagnies et
 associations

1. The name of the corporation is/Nom de l'association:

C	R	Y	S	T	A	L	B	E	A	C	H	T	E	N	N	I	S	&	Y	A	C	H	T				
C	L	U	B																								

2. The address of the head office of the corporation is/Adresse du siège social:

BLOCK EE, BLOCK BB, WATER LOT 1, PLAN 544
 (Street & Number or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro ou R.R. et numéro et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

CRYSTAL BEACH, ONTARIO **L O S I B O**
 (Name of Municipality or Post Office) (Postal Code/Code postal)
 (Nom de la municipalité ou du bureau de poste)

3. The head office of the corporation is situated in/Le siège social se trouve à:

NIAGARA in the **REGIONAL MUNICIPALITY**
 (Name of Municipality, Geographical Township) dans le (County, District, Regional Municipality)
 (Nom de la municipalité, canton) (Comté, district, municipalité régionale)

4. Address of clubhouse or similar premises (if any) is:
 Adresse du local de l'association ou autre endroit utilisé aux mêmes fins, s'il y a lieu:

THE CORPORATION SHALL NOT MAINTAIN A CLUBHOUSE OR SIMILAR
 (Street & Number or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro ou R.R. et numéro et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

PREMISES
 (Name of Municipality or Post Office) (Postal Code/Code postal)
 (Nom de la municipalité ou du bureau de poste)

5. The applicants who are to be the first directors of the corporation are:
 Requérents appelés à devenir les premiers administrateurs de l'association:

Name in full, including all first, middle names Nom et prénoms au complet	Residence address, giving Street & No. or R.R. No. & Municipality or Post Office and Postal Code Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro, le nom de la municipalité ou du bureau de poste et le code postal
ALPHONSE LACAVERA	12 GREENVALE COURT FONTHILL, ONTARIO L0S 1E0
DAVIS TIBURZI	1325 NORTH FOREST, SUITE 352 WILLIAMSVILLE, NEW YORK 14221
ROBERT GELDER	103 KELLY AVENUE, P.O. BOX 310 MIDDLEPORT, NEW YORK 14105

The objects for which the corporation is incorporated are:
Objets pour lesquels l'association est constituée:

- a) To advance the cultural and recreational interests of the seasonal and permanent resident members;
- b) To promote aquatic, athletic, physical and other such activities.

7. The special provisions are/Dispositions particulieres:

- (a) That the interest of a member of the Corporation shall be transferable subject to and in accordance with any rules, regulations and requirements set out in the by-laws of the Corporation from time to time;
- (b) 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;
- (c) The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties; and
- (d) There shall be five (5) directors. Directors shall be elected and retire in rotation. Two (2) of the five (5) directors initially elected by the Class B Member shall be appointed to serve until the first annual meeting of Members and the other three (3) directors initially appointed shall serve until the second annual meeting of Members. As provided in the by-laws, all replacement directors shall be elected in the manner hereinafter set forth and Class A Members and Class B Members shall have sufficient votes attributed to each class of members from time to time, pursuant to s.125 of the Corporations Act, (Ontario), to permit such elections. At the first annual meeting of Members after title has been transferred to 25 lots in the development, the Class A Members shall then and thereafter elect one director. At the first annual meeting of Members after title has been transferred to 50 lots in the development, the Class A Members shall then and thereafter elect a second director and all other directors subject to the following:
 - (1) the Class B Member shall be entitled to appoint a majority of the Board of Directors at any election if the Class B Member owns 50% or more of the lots in the development at the time of such election;
 - (2) whenever the Class B Member, at the time of an election of the Board of Directors, shall own 30% or more but less than 50% of the lots in the development, the Class B Member shall have the right to appoint up to 40% of the members of the Board of Directors;

- (3) whenever the Class B Member, at the time of an election, shall own at least 10%, but less than 30% of the lots in the development, the Class B Member shall have the right to appoint up to 20% of the members of the Board of Directors; and
- (4) whenever the Class B Member, at the time of an election of the Board of Directors, owns less than 10% of the lots in the development, the Class B Member shall have no right to appoint any member of the Board of Directors.

Tie votes shall be decided by a runoff election unless all parties tying agree to a drawing of lots. Voting shall be by secret written ballot which shall:

- a. set forth the number of vacancies to be filled;
- b. set forth the names of those nominated by the Nominating Committee to fill such vacancies; and
- c. contain space for a write-in for each vacancy.

The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

- (e) Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of among the members in accordance with the by-laws of the Corporation in effect at the date of dissolution or in the absence of such by-laws, pro rata among the members; and
- (f) For the further attainment of the objects aforesaid, the powers of the Corporation are:
 - (i) To open and maintain tennis courts, pool area, boating ramps and other facilities for the exclusive use of members and with the object of further enhancing their recreational and sporting interests.
 - (ii) To accept donations, gifts, legacies and bequests for use in promoting the objects and carrying on the work of the Corporation;
 - (iii) For the objects aforesaid, to purchase or otherwise acquire and to hold, own, sell, lease, exchange or otherwise dispose of and deal in real and personal property; and

3(b)

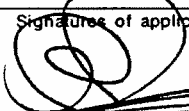
- (iv) For the objects aforesaid to charge or mortgage any lands and premises to secure any unpaid balance of the purchase price therefore or for monies advanced to the Corporation as a loan on the security thereof or for any other lawful purpose.

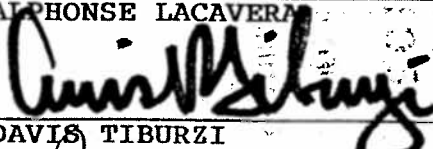
8. The names and residence addresses of the applicants are:
 Noms et adresses personnelles des requérants:

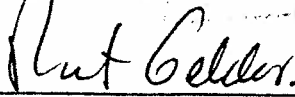
Name in full, including all first, middle names Nom et prénoms au complet	Residence address, giving Street & No. or R.R. No. & Municipality or Post Office and Postal Code Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro et la municipalité ou le bureau de poste et le code postal	Calling (occupation) Profession
ALPHONSE LACAVERA	12 GREENVALE COURT FONTHILL, ONTARIO L0S 1E0	LAWYER
DAVIS TIBURZI	1325 NORTH FOREST, SUITE 352 WILLIAMSVILLE, NEW YORK 14221	DEVELOPER
ROBERT GELDER	103 KELLY AVENUE, P.O. BOX 310 MIDDLEPORT, NEW YORK 14105	BUSINESSMAN

This application is executed in duplicate.
 Cette requête est faite en double exemplaire.

Signatures of applicants/Signature des requérants


 ALPHONSE LACAVERA


 DAVIS TIBURZI


 ROBERT GELDER