

DUPLICATE

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

S-18620



Province of British Columbia
Ministry of Consumer and Corporate Affairs
REGISTRAR OF COMPANIES

SOCIETY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

FORT ST. JOHN PETROLEUM ASSOCIATION

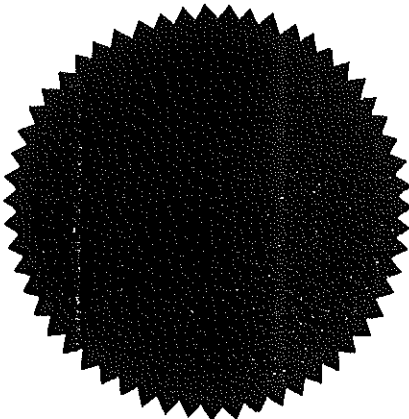
HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 15TH DAY OF NOVEMBER, 1983

L. G. HUCK
DEPUTY REGISTRAR OF COMPANIES



IN THE MATTER OF THE APPLICATION FOR INCORPORATION UNDER THE NAME FORT
ST. JOHN PETROLEUM ASSOCIATION

TO: REGISTRAR OF COMPANIES
940 Blanshard Street,
Victoria, B.C.
V8W 3E6


N

FORT ST. JOHN PETROLEUMS LTD. incorporated under the laws of the
Province of British Columbia, consents to the use of the name FORT ST.
JOHN PETROLEUM ASSOCIATION or any variation thereof acceptable to the
Registrar of Companies by a proposed company.

IN WITNESS WHEREOF FORT ST. JOHN PETROLEUMS LTD. has hereunto affixed
its corporate seal under the hands of the proper officers in that behalf.

DATED at Winnipeg, ^{Manitoba} ~~British Columbia~~, this 20 day of
June, 1983.

S E A L


~~Secretary~~ Secretary



Province of
British Columbia

Ministry of
Consumer and
Corporate Affairs

MEMORANDUM

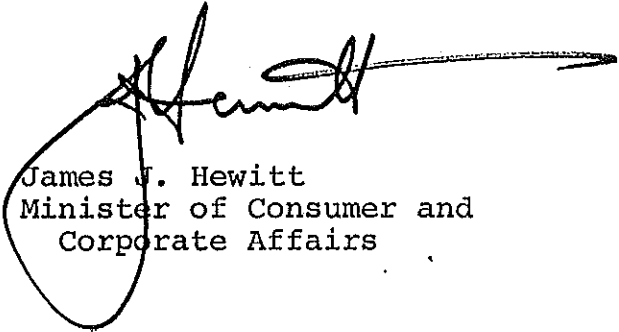
To: Registrar of Companies
2nd Floor, 940 Blanshard Street

Date: October 20, 1983

Re: FORT ST. JOHN PETROLEUM ASSOCIATION

I am consenting, upon your recommendation, to the
incorporation of the above named social club.

Your file is returned herewith.



James J. Hewitt
Minister of Consumer and
Corporate Affairs

attach.

FILED AND REGISTERED

NOV 15 1983

M. A. Jorre de St. Jorre
REGISTRAR OF COMPANIES

FORM 3

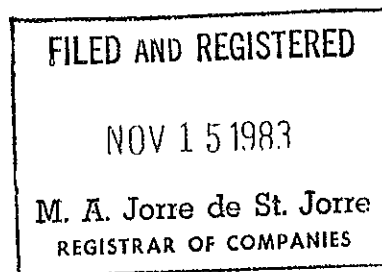
SOCIETY ACT

Constitution

1. The name of the society is "FORT ST. JOHN PETROLEUM ASSOCIATION".
2. The purposes of the society are:
 - a) to create a nonprofit fraternal organization for educational, benevolent and social purposes;
 - b) to create a medium through which the society members may express themselves in:
 - (i) Social activities
 - (ii) Educational pursuits
 - (iii) Athletic endeavors;
 - c) to contribute to the community in supporting worthwhile projects as decided upon from time to time by the society;
 - d) to provide entertainment that is both enjoyable, instructive and beneficial to its members and families;
 - e) to encourage a spirit of good fellowship among the society members.

Bylaws

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in Section 6(1) of the Society Act and any other bylaws.



SOCIETY ACT

BYLAWS OF FORT ST. JOHN PETROLEUM ASSOCIATION

Part 1 -- Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the directors of the society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his address as recorded in the register of members.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 -- Membership

1. A regular member of the society must be directly engaged in any one of the following petroleum industry enterprises:

- (a) Manufacturing
- (b) Exploration
- (c) Production
- (d) Marketing
- (e) Drilling
- (f) Contracting
- (g) Construction
- (h) Consulting
- (i) Services
- (j) Supplies

2. A regular member's prime endeavor must be associated with one of the aforementioned areas and 85% of his subsistence must depend upon this industry. (Thus, petroleum product jobbers or bulk agents would qualify whereas lessees are ineligible.)
3. Persons who obtain employment in one of the aforesaid industries shall be so employed for a period of three months to qualify as a regular member.
4. In the event a person leaves the Fort St. John area or stays in the Fort St. John area and is employed other than in a petroleum industry enterprise described in paragraph 1 hereof, and that person has been a regular member of either the Fort St. John Petroleum Association or a similar association for a combination of ten years and has been employed in a said petroleum industry enterprise for twenty years, that person shall be entitled to retain or take out regular membership in the society, and shall not be required to attend meetings on a regular basis.
5. An associate member is a person who does not qualify for regular membership under the prescribed conditions, but in the judgement of the Board of Directors will provide a worthwhile contribution towards the society objectives. The associate member shall be entitled to all privileges except that of standing for election to the Board of Directors. A person, not presently a member of the association, who intends to apply to become an associate member shall be sponsored by a director.
6. The total number of associate members shall, except as provided in paragraph number 8 hereof, not exceed 25% of the total number of regular members.
7. Associate members attending less than six regular meetings during the year will be dismissed from the society.
8. Regular members who become ineligible will be accepted as associate members during the next year regardless of the number of total associate members.
9. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

10. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
11. Every member shall uphold the constitution and comply with these bylaws.
12. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at a general meeting of the society.
13. A person shall cease to be a member of the society
 - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his death;
 - (c) on being expelled; or
 - (d) on being a member not in good standing.
14. (1) A member may be expelled by a resolution of the Board of Directors.
 - (2) The person who is subject to expulsion shall be given an opportunity to be heard at a Board of Directors meeting before the resolution is put to a vote.
 - (3) Any person who ceases to be a member or is expelled as a member in any calendar year may apply for membership the following calendar year or any year thereafter.
15. All members are in good standing except a member who has failed to pay his current annual membership fee prior to the general meeting of March of the current year or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.
16. The annual fee for membership shall be that amount as determined by resolution at a general meeting of the society. Annual membership dues are deemed due on the first day of January and must be paid before the March general meeting of that year.

17. A person, who was a former member of the society within the immediate past two years of the current year, not having paid his membership dues by the March general meeting of the current year, may pay the current annual membership fee plus a penalty three times the annual dues and become a member in good standing.

Part 3 -- Meetings of Members

18. Annual general meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

19. The general meetings of the society shall be held on the first Thursday of each month excepting the month in which the annual general meeting is held and excepting June and December in which case the meetings will be held on a date determined by the Board of Directors. The general meetings of the society shall be suspended for the months of July and August of each calendar year.

20. Every meeting of members, other than an annual general meeting and general meetings is an extraordinary general meeting.

21. The directors may, when they think fit, convene an extraordinary general meeting.

22. Notice of an annual general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

23. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

24. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 -- Proceedings at General Meetings

25. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at an annual general meeting at a time when a quorum is not present.
- (2) If at any time during an annual general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 10 members present or a greater number that the members may determine at an annual general meeting.
26. If within 30 minutes from the time appointed for an annual general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
27. Subject to bylaw 28, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of an annual general meeting.
28. If at an annual general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
29. (1) An annual general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
30. A resolution proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
31. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
32. Suggest procedure for general meetings is as follows:
- (a) Call meeting to order and acknowledge guests.
- (b) Reading minutes of previous meeting and acting thereon.
- (c) Financial Report.
- (d) Old Business.
- (e) Reading correspondence and acting thereon.
- (f) Reading bills or resolutions and acting thereon.
- (g) Discussion and acting on new business.
- (h) Reports and reviews of committees.
- (i) Adjournment.

Part 5 -- Directors and Officers

33. (1) The directors may exercise all the power and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to

- (a) all laws affecting the society:
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

34. No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

35. The number of directors shall be 12 or a greater number determined from time to time at an annual general meeting.

36. The officers of this association shall be:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

37. The Board of Directors shall be elected at the annual general meeting of the society.

38. A retiring president shall accept a position as director of the society for the succeeding year.

39. Any regular member of the society in good standing is eligible for election as a director and an officer.

40. The regular term of office shall be for one year; subject to changes resulting from special resolutions. The Board of Directors shall remain in office until such time as successors are elected.

41. The Board of Directors shall review the tenure for possible dismissal of any director who has been unjustifiably absent from three or more general meetings.

42. At least one month prior to the annual meeting, the Board of Directors shall appoint a nominating committee consisting of a chairman and two other members not seeking election.

43. The nominating committee shall prepare a full slate of nominees for election of officers and shall advise the secretary of the society at least fourteen days before the annual meeting in order that he may include same in the notice of this meeting. The slate of nominees shall provide no less than two nominees for each of the positions of president, vice-president, secretary and treasurer and a total of ten nominees for the positions of directors.

44. Further nominations for election may be made by any two members of the society and delivered to the secretary in the time mentioned above or may be made from the floor at the annual meeting.

45. The election of officers shall be by secret ballot at the annual meeting.

46. In event that the office of president becomes vacant, the vice-president will automatically fill the balance of this term of office.

47. In the event that the office of vice-president, secretary or treasurer become vacant a by-election shall be held at the first general meeting following notification of such vacancy.

48. In event that the office of two or more directors becomes vacant a by-election shall be held at the first general meeting following notification of the second such vacancy.

49. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

50. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6 -- Proceedings of Directors

51. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman of that meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of directors.

52. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

53. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

54. The members of a committee may meet and adjourn as they think proper.

55. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

56. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

57. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

58. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

59. Any officer of the Board shall have authority to inspect the society treasury books at any time.

Part 7 -- Duties of Officers

60. (1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

61. The vice president shall carry out the duties of the president during his absence.

62. The secretary shall

(a) conduct the correspondence of the society;

(b) issue notices of meetings of the society and directors;

(c) keep minutes of all meetings of the society and directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer;

(e) have custody of the common seal of the society; and

(f) maintain the register of members.

63. The treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) render financial statements to the directors, members and others when required.
64. The retiring president of the preceding year shall:
- (a) be responsible to arrange for the preparation of the annual financial statements for the preceding year; and
 - (b) shall file the annual report for the preceding year with the Registrar of Companies.
65. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 -- Seal

66. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
67. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and treasurer.

Part 9 -- Borrowing

68. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, but not without the sanction of a special resolution.

Part 10 -- Conduct of the Society

69. The Board of Directors and the Membership is expressly prohibited from ever involving the society in any controversial matter concerning politics, employer-employee relations and religion, and shall make no recommendations or endorsements of any person, policy, law or theory concerning any of said subjects.

70. Except as herein provided all other rules of procedures shall be in accord with Robert's Rules of Order.

Part 11 -- Special Events

71. Persons who are eligible to participate in special events of the Society such as the annual curling bonspiel, golf tournament and other similar events as designated by resolution of the members are as follows:

- (1) regular members;
- (2) associate members;
- (3) those persons engaged in any one of the petroleum industries as set out in paragraph 1 hereof who reside outside the following boundaries:
 - (a) south of Fort St. John to the Peace River;
 - (b) north of Fort St. John to and including Mile 101;
 - (c) west of Fort St. John to and including Hudson Hope;
 - (d) east of Fort St. John to and including Boundary Lake.

Part 12 -- Notices to Members

72. A notice may be given to a member, either personally or by mail to him at his registered address. ✓

73. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

74. (1) Notice of an annual general meeting shall be given to:

(a) every member shown on the register of members on the day notice is given;

(2) no other person is entitled to receive a notice of an annual general meeting.

Part 13 -- Bylaws

75. These bylaws shall not be altered or added to except by special resolution.

Dated 27 day of June, 1983.

Witness

Applicants for Incorporation

Deborah Huffman
Name: DEBORAH HUFFMAN
Address: 10858 - 102nd Street,
Fort St. John, B.C.

Alex Wik
Name: ALEX WIK
Address: 9115 - 87th Street,
Fort St. John, B.C.

Deborah Huffman
Name: DEBORAH HUFFMAN
Address: 10858 - 102nd Street,
Fort St. John, B.C.

Max Herron
Name: MAX HERRON
Address: 11404 - 92nd Street,
Fort St. John, B.C.

Deborah Huffman
Name: DEBORAH HUFFMAN
Address: 10858 - 102nd Street,
Fort St. John, B.C.

Gary Hagen
Name: GARY HAGEN
Address: 10412 - 111th Avenue,
Fort St. John, B.C.

Deborah Huffman
Name: DEBORAH HUFFMAN
Address: 10858 - 102nd Street,
Fort St. John, B.C.

Gerald Knott
Name: GERALD KNOTT
Address: Lot 6, Sec.27, Tp.83, Rge.18, W6M
Fort St. John, B.C.

Deborah Huffman
Name: DEBORAH HUFFMAN
Address: 10858 - 102nd Street,
Fort St. John, B.C.

Kym Miller
Name: KYM MILLER
Address: Lot 3, Sec.13, Rp.84, Rge.19, W6M
Fort St. John, B.C.

Deborah Huffman
Name: DEBORAH HUFFMAN
Address: 10858 - 102nd Street,
Fort St. John, B.C.

Andy Lorincz
Name: ANDY LORINCZ
Address: SW $\frac{1}{4}$, Sec.19, Tp.84, Rge.18, W6M
Fort St. John, B.C.

Deborah Huffman
Name: DEBORAH HUFFMAN
Address: 10858 - 102nd Street,
Fort St. John, B.C.

Dennis Bloor
Name: DENNIS BLOOR
Address: 10323 - 112th Avenue,
Fort St. John, B.C.

Witness

Applicants for Incorporation

D. Huffman
 Name: DEBORAH HUFFMAN
 Address: 10858 - 102nd Street,
 Fort St. John, B.C.

Terry Barth
 Name: TERRY BARTH
 Address: 9724 - 106th Avenue,
 Fort St. John, B.C.

D. Huffman
 Name: DEBORAH HUFFMAN
 Address: 10858 - 102nd Street,
 Fort St. John, B.C.

Dave Johnson
 Name: DAVE JOHNSON
 Address: 10116 - 111th Avenue,
 Fort St. John, B.C.

D. Huffman
 Name: DEBORAH HUFFMAN
 Address: 10858 - 102nd Street,
 Fort St. John, B.C.

Art Ewasko
 Name: ART EWASKO
 Address: N $\frac{1}{2}$ Sec.35, Tp.84, Rge.20, W6M
 Fort St. John, B.C.

D. Huffman
 Name: DEBORAH HUFFMAN
 Address: 10858 - 102nd Street,
 Fort St. John, B.C.

Orville Stewart
 Name: ORVILLE STEWART
 Address: 10416 - 109th Avenue
 Fort St. John, B.C.

D. Huffman
 Name: DEBORAH HUFFMAN
 Address: 10858 - 102nd Street,
 Fort St. John, B.C.

Burt Kjelogren
 Name: BURT KJELGREN
 Address: 9520 - 112th Avenue,
 Fort St. John, B.C.

D. Huffman
 Name: DEBORAH HUFFMAN
 Address: 10858 - 102nd Street,
 Fort St. John, B.C.

Russ Warawa
 Name: RUSS WARAWA
 Address: 10504 - 106st Street,
 Fort St. John, B.C.

D. Huffman
 Name: DEBORAH HUFFMAN
 Address: 10858 - 102nd Street,
 Fort St. John, B.C.

Ron Dowhaniuk
 Name: RON DOWHANIUK
 Address: 2016 Juniper Avenue, Clairmont Sub.,
 Fort St. John, B.C.

D. Huffman
 Name: DEBORAH HUFFMAN
 Address: 10858 - 102nd Street,
 Fort St. John, B.C.

George Soule
 Name: GEORGE SOULE
 Address: 9512 - 114th Avenue
 Fort St. John, B.C.



Type/Number: S 0018620

Date: 15 NOV., 2004

Time: 10:51:53

SOCIETY

Name: FORT ST. JOHN PETROLEUM ASSOCIATION

Incorporation No: S -0018620

Incorporation Date: 15 NOV., 1983

Last Annual Report Date: 04 DEC., 2003

Number of Principals: 13

In Liq: NO

Receiver: NO

Reporting: NO

Registered Office: 9947 - 100TH AVENUE
FORT ST. JOHN BC
V1J 1Y4

Records Office:

Director Name: CRIS BALLARD
Address: 17266 - 193 RDSS
ROSE PRAIRIE BC
V0C 2H0

Director Name: BLAKE BOWYER
Address: 10311 - 113 AVENUE
FORT ST JOHN BC
V1J 6C5

Director Name: JOE BRAUN
Address: 10640 - 102 STREET
FORT ST JOHN BC
V1J 4X7

Director Name: ART DEFOSSÉS
Address: 11407 - 109 STREET
FORT ST JOHN BC
V1J 6W3

- 1 -

CONTINUED ...

Ministry of
Finance and
Corporate Relations

Corporate and Personal
Property Registries

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Location:
Second Floor
940 Blanshard Street
Victoria BC



Type/Number: S 0018620

Date: 15 NOV., 2004

Time: 10:51:53

Director Name: LES HENDRICKS
Address: 8767 0 LARGE AVENUE
FORT ST JOHN BC
V1J 3M6

Director Name: CHRIS JORVEN
Address: 9720 - 78A STREET
FORT ST JOHN BC
V1J 3B2

Director Name: LANCE LEFFLER
Address: 8823 - 74 STREET
FT. ST. JOHN BC
V1J 2Y5

Director Name: PAT MARSH
Address: 10604 108 AVE
FT ST JOHN BC
V1J 5P2

Director Name: DAVE MIDDLETON
Address: 7822 - 100TH AVE
FORT ST JOHN BC
V1J 7W1

Director Name: GREG PEARSON
Address: 10711 - 91ST AVE
FORT ST JOHN BC
V1J 6L3

Director Name: JIM PEEVER
Address: 8819 - 116TH AVE
FORT ST JOHN BC
V1J 3G6

Director Name: BOB RAVIGNAT
Address: 10616 - 104 STREET
FORT ST JOHN BC
V1J 5C4

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CONTINUED ...

Ministry of
Finance and
Corporate Relations

Corporate and Personal
Property Registries

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Location:
Second Floor
940 Blanshard Street
Victoria BC

