

RESOLUTIONS OF THE DIRECTORS

OF

MUSKOKA SKI CLUB

(the “Corporation”)

Repeal of By-Law

RESOLVED THAT, By-Law #1 previously enacted as a by-law of the Corporation is hereby repealed in its entirety.

Enactment of By-law No. 1A

RESOLVED THAT:

1. By-law No. 1A, being a by-law relating generally to the transaction of the business and affairs of the Corporation, is hereby made as a by-law of the Corporation; and
2. the President and Secretary of the Corporation are hereby authorized and directed to sign By-law No. 1A, their execution thereof serving to identify the by-law hereby made.

General

RESOLVED THAT:

1. any one director or officer of the Corporation be and the same is hereby authorized and directed to execute and deliver on behalf of the Corporation all such other documents, certificates, agreements and instruments, and to take such steps and proceedings as may be necessary or in his or her opinion advisable to give effect to the foregoing resolutions; and
2. the resolutions of the Corporation may be signed and delivered in counterpart by original or electronic signature and each such counterpart when taken together shall constitute one and the same resolution or documents and notwithstanding the date of execution of each such counterpart, shall be deemed to bear the effective date set forth below.

All of the directors of the Corporation hereby consent in writing to each and every one of the foregoing resolutions pursuant to subsection 298(1) of the *Corporations Act* (Ontario) this _____ day of June, 2010.

Bill Payne

Doug Litchfield

Jane Todd

John McCaig

Katie Murray

Neill May

Peter Hohman

Rory Cattanach

Sandy Forsyth

Mike Draper