

**Saint John Track Club & Field Inc./Club d'Athlétisme Saint John Inc.**  
**Minutes of Directors Meeting - February 19, 2014**

MINUTES of a general meeting of directors of Saint John Track Club & Field Inc./Club d'Athlétisme Saint John Inc. (the "Company") held at 111 Paradise Row, Saint John, NB on the 19<sup>th</sup> day of February, 2014, at the hour of 1:00 pm.

**1. Present:** William F. MacMackin, Sue Ellis Loparco and Luc Cormier, being all the directors of the Company.

**2. Chairman and Secretary:** Upon motion duly made, seconded and carried, William F. MacMackin acted as Chairman of the meeting and Luc Cormier acted as Secretary of the meeting.

**3. Constitution of Meeting:** All of the first directors being present, the Chairman declared that the meeting was duly constituted for the transaction of business.

**4. Letters Patent of InCompany:** The Chairman stated that the Letters Patent incorporating the Company had been issued dated the 27<sup>th</sup> day of January, 2014, and a copy of such Letters Patent was directed to be inserted in the minute book of the Company as part of the documents and registers required to be kept pursuant to the *Companies Act* (New Brunswick).

**5. By-law No. 1**

(1) The Chairman then submitted to the meeting a draft of the proposed By-law No. 1 of the Company. After discussion, on motion duly made, seconded and carried, it was resolved that By-law No. 1, being a by-law relating generally to the transaction of the business and affairs of the Company, be and the same hereby is passed as the general by-law of the Company.

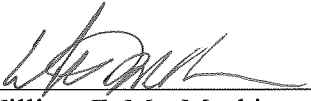
(2) Thereupon the Chairman directed that a copy of By-law No. 1 be signed by the President and Secretary of the Company (when elected or appointed) and that By-law No. 1 be inserted in the minute book of the Company.

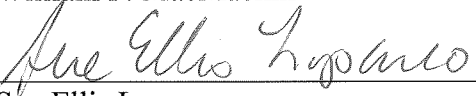
**6. Officers:** After discussion, on motion duly made, seconded and carried, it was resolved that the following persons be elected or appointed, as the case may be, to the offices opposite their respective names:

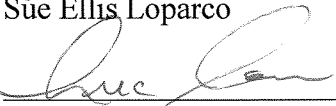
William F. MacMackin	-- President
Sue Ellis Loparco	-- Vice-President
Luc Cormier	-- Secretary

**7. First Meeting of Members:** The Chairman stated that since all of the members of the Company were personally present hereat, if all members present were prepared to consent to the holding of a general meeting of members forthwith, the Chairman stated that the first meeting of the members of the Company would be held immediately following termination of this meeting.

**8. Termination of Meeting:** There being no further business to come before it, on motion duly made, seconded and carried, the meeting was terminated.

  
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William F. MacMackin

  
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Sue Ellis Loparco

  
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Luc Cormier