

UNITED WAY/CENTRAIDE (CENTRAL N.B./REGION DU CENTRE DU N.B.) INC.

(the "Company")

SPECIAL RESOLUTION: CONTINUANCE

WHEREAS the Company was incorporated pursuant to Letters Patent under the authority of Part I of the *Companies Act* (New Brunswick);

AND WHEREAS the Company has determined that it is in the best interest of the Company to merge with other united ways in the Maritime provinces, including United Way of Halifax Region., United Way of Colchester County, United Way of Lunenburg County, United Way of Pictou County, United Way of Prince Edward Island and United Way Serving Saint John, Kings and Charlotte Inc. (the "**United Ways**") to become one united way (the "**Unification**");

AND WHEREAS, as part of the Unification process, the Company agrees to be governed under the *Canada Not-for-Profit Corporations Act* (Canada) (the "**Act**") rather than the *Companies Act* (New Brunswick) (the "**Continuance**");

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Company are authorized and directed to make an application under the Act to the Director appointed under the Act (the "**Director**") for a certificate of continuance of the Company.
2. The articles of continuance of the Company forming part of said application for continuance, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved.
3. [The By-Law enacted as a by-law of the Company on May 23, 2013 is repealed effective on the date that the Company continues under the Act and the new] by-law No. 1, which has been submitted to this meeting and is annexed to these minutes as Schedule B, is approved and will be effective on the same date.
4. Any officer or director of the Company be, and each of them acting alone is, hereby authorized and directed to do all acts and things and to execute or cause to be executed, whether under the corporate seal of the Company or otherwise, all such documentation as in his or her opinion may be necessary or desirable to give effect to this resolution, including but not limited to, the annexed Articles of continuance and the notice of registered office and of directors in the forms fixed by the Director, the signature of any such person on any such documentation to be conclusive evidence that it is authorized hereby.
5. Whenever it is provided in these resolutions that any authorized officer may execute any document, or take such action as any such person may deem necessary or advisable or as any such authorized officer may approve, the fact that such person shall execute such document or take such action shall be deemed to be conclusive evidence that each such person deems the execution of such document or the taking of such other action to be necessary or advisable and for the best interests of the Company and approves such action.

SCHEDULE "A"
ARTICLES OF CONTINUANCE
(see attached)

SCHEDULE "B"
BY-LAW NO. 1
(see attached)

UNITED WAY/CENTRAIDE (CENTRAL N.B./REGION DU CENTRE DU N.B.) INC.

(the "Company")

SPECIAL RESOLUTION: AMALGAMATION

WHEREAS the Company has determined that it is in the best interest of the Company to: (i) merge with other united ways in the Maritime provinces, including United Way of Halifax Region, United Way of Colchester County, United Way of Lunenburg County, United Way of Pictou County, United Way of Prince Edward Island and United Way Serving Saint John, Kings and Charlotte Inc. to become one united way (the "**Unification**");

AND WHEREAS members of the Company have agreed to pass a special resolution to continue the Company under the *Canada Not-for-Profit Corporations Act* (the "**Act**");

AND WHEREAS, to complete the Unification the Company must amalgamate with United Way of Halifax Region and United Way Serving Saint John, Kings and Charlotte Inc. (the "**Amalgamation**");

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The amalgamation agreement dated _____, 2024 between the Company, United Way of Halifax Region and United Way Serving Saint John, Kings and Charlotte Inc. to effect Amalgamation (the "**Amalgamation Agreement**") be and the same is hereby approved and adopted.
2. Any officer or director of the Company be, and each of them acting alone is, hereby authorized and directed to execute the Amalgamation Agreement and to do all acts and things and to execute or cause to be executed, whether under the corporate seal of the Company or otherwise, all such deeds, transfers, assignments, instruments, agreements and documents as in his or her opinion may be necessary or desirable to complete the Amalgamation pursuant to Section 204 of the Act, the signature of any such person on any such deed, transfer, assignment, instrument, agreement or document to be conclusive evidence that such is authorized hereby.
3. Whenever it is provided in these resolutions that any officer or director may execute any instrument or document, or take such action as such person may deem necessary or advisable or as such officer or director may approve, the fact that such person shall execute such instrument or document or take such action shall be deemed to be conclusive evidence that such person deems the execution of such instrument or document or the taking of such other action to be necessary or advisable and for the best interests of the Company and approves such action.