CANADIAN ASSOCIATION OF HERITAGE PROFESSIONALS
(the "Corporation")

SPECIAL RESOLUTIONS OF THE MEMBERS

TO BE APPROVED AT A MEETING OF MEMBERS OF THE CORPORATION AND APPENDED TO THE MINUTES OF SAME

The members that are entitled to vote on these resolutions at meeting of the members of the Corporation, hereby consent to and adopt the following resolutions pursuant to the *Canada Not-for-Profit Corporations Act* (the "**Act**"):

WHEREAS the Corporation desires to amend its Articles of Continuance dated on or about June 24, 2014 (the "**Articles**") pursuant to section 197(1) of the Act.

BE IT RESOLVED, AS SPECIAL RESOLUTIONS, THAT:

Approval to Amend Articles:

1. pursuant to Section 197(1)(k) of the Act, the statement regarding the distribution of property remaining on liquidation as set forth in Section 9 of the Articles be amended in its entirety by inserting in Section 9 the following therefor:

   *"*In the event that at the time of liquidation, dissolution or winding up of the corporation, the corporation is also a soliciting corporation, as defined in the *Canada Not-for-Profit Corporations Act*, all of its remaining assets after discharge and payment of its liabilities (other than property transferred to the corporation on condition that it be returned to the transferor on the dissolution of the corporation) shall be distributed to one or more organizations that are "qualified donees" as defined in the *Income Tax Act (Canada)* and that carry on similar activities to those of the corporation, as determined by the directors of the corporation."

2. the Corporation is hereby authorized to make and file an Articles of Amendment or any other necessary forms to Corporations Canada to amend Section 9 of the Articles and all such amendments to the Articles herein shall not take effect until such time that the Articles of Amendment or the applicable forms have been filed;

General

3. the Corporation hereby appoints Lawson Lundell LLP to act as its agent with respect to the filing of the Articles of Amendment or any other necessary forms to Corporations Canada;

4. any actions taken by any directors, officers or agent of the Corporation that are within contemplation of or relate to the foregoing resolutions are hereby in all respects ratified, confirmed, authorized and approved as acts of the Corporation; and

5. Any one director or officer of the Corporation be and is hereby authorized and directed to execute and deliver or deposit all documents, notices or instruments (including, without limitation, the Articles of Amendment of the Corporation) and to do all things as deemed necessary or appropriate to give effect to these resolutions, and to execute and deliver to Corporations Canada and the Corporation's registered and records office, the Articles of Amendment of the Corporation with any such amendments, modifications and renewals with respect thereto as any director or officer may deem necessary or advisable, the approval of any such changes to be conclusively evidenced by any director's or officer's signature thereon.