

**Province of New Brunswick
LETTERS PATENT
INCORPORATING**

N.B. MASSOTHERAPY ASSOCIATION INC.

Dated: February 18, 1988
Recorded: February 19, 1988
Lib: _ _ Fol. _ _ Ref No. 023133

BY THE HONOURABLE James B Lockyer, Q.C. Minister of Justice

TO ALL TO WHOLE THESE PRESENTS SHALL COME, or who the same may in anywise concern,
GREETING:

WHEREAS, In and by the "COMPANIES ACT" (being Chapter C-13 of the Revised Statutes, 1973), is amongst other things in effect enacted, that the Minister of Justice may, by Letters Patent, grant a Charter to any number of persons not less than three, who having complied with the requirements of the Act, apply therefore, constituting such persons and others who thereafter become Shareholders or members (as the case may be) if the Company thereby created, a Body Corporate and Politic, for any the purposes or objects to which the Legislative authority of the Legislature of New Brunswick extends, except the construction of Railways, the Business of Insurance other than as provided in Part II, the Management of Trades Unions, Friendly Societies, Building Societies, Trust Companies, Loan Companies, or other Associations of like character, upon the applicants therefor establishing to the satisfaction of the Minister of Justice due compliance with several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such Charter.

WHEREAS an application has been filed to incorporate a company pursuant to the provisions of Part 1 of the Companies Act, under the name of

N.B. Massotherapy Association Inc.

THEREFORE, under the authority of Part 1 of the Companies Act, by these presents, constitutes the applicants and such persons as may hereafter become members in the company hereby created, a body corporate and politic under the above name, with all the rights and powers conferred by the said Act, pursuant to the provisions of the application which is attached hereto and forms part hereof.

GIVEN under my hand at
FREDERICTON, NEW BRUNSWICK, the
18th day of February 1988

signed

.....
MINISTER OF JUSTICE

APPLICATION FOR INCORPORATION UNDER THE NEW BRUNSWICK COMPANIES ACT

TO: The Honourable the Minister of Justice

The application of:

WILLIAM G. STEPHENSON, Barrister and Solicitor, of the City of Fredericton, in the County of York and Province of New Brunswick;

SHEILA ROBICHAUD, Legal Secretary, of R.R. #5, Fredericton, in the County of York and Province of New Brunswick; and

RONALD BROTHERS, Massotherapist, of the City of Fredericton, in the County of York and Province of New Brunswick;

Respectfully showeth as follow:

The undersigned applicants are desirous of obtaining Letters Patent under the provisions of the New Brunswick Companies Act constituting your applicants, and such others as may become members in the company thereby created, a body corporate and politic under the name of N.B. MASSOTHERAPY ASSOCIATION INC.

or such other name as shall appear to you to be proper in the promises.

The undersigned have satisfied themselves and are assured that the proposed corporate name of the company under which incorporation is sought, is not the corporate name of any other known company incorporated or unincorporated, or any name liable to be confounded therewith.

Each of your applicants is of the full age of nineteen years.

The purposes for which incorporation is sought by the applicants and the specific powers it is desirous be conferred on the company are as follows:

- (a) To promote the practice of massotherapy and hydrotherapy in the Province of New Brunswick;
- (b) To determine a procedure for membership in the association;
- (c) To promote the standards of practice in the techniques of massotherapy and hydrotherapy;
- (d) To establish the standards for membership in the association;
- (e) To do all things it considers appropriate and necessary to advance the objects of the association;
- (f) To exercise all the powers set forth in subsection 18(2) of the Companies Act as fully as if such powers were expressly set out herein.

The applicants request that there be included in the letters patent clauses providing:

- 1. That the company shall be carried on without the purpose of gain for its members and any profits or other accretions to the company shall be used in promoting its objects and that no part of the income of the company shall be payable to or otherwise available for the personal benefit of any member thereof;
- 2. That upon dissolution of the company and after payment of all debts due and liabilities, its remaining property shall be distributed or disposed of to recognized charitable organizations having objects the same or as similar to the objects of the company which carry on their work solely in Canada; and no part of any property of the company shall be available to its members upon such dissolution; and
- 3. That the incidental and ancillary powers set forth in Section 14, subsection 1 of the Companies Act as aforesaid shall be withheld from the company.

The head office of the company is to be 1115 Regent Street, Suite 103, Fredericton, New Brunswick, E3B 3Z2.

The company shall not have any capital stock or issue any share certificates but may acquire real and personal property to a cost value not exceeding One Hundred Thousand Dollars (\$100,000.00).

The said William G. Stephenson, Sheila Robichaud and Ronald Brothers will be the first or provisional directors of the company.

A company register has been opened and a memorandum of agreement by the applicants under seal in accordance with the statute has been executed in duplicate, one of the duplicates being transmitted herewith.

The undersigned therefore request that letters patent may be granted constituting them and such other person as may hereafter become members of the company, a body corporate and politic for the purposes set forth.

Dated at the City of Fredericton, New Brunswick this 20th day of January, A.D. 1988.

Signed and witnessed by the three applicants.

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