

**NEWFOUNDLAND AND LABRADOR
ROAD BUILDERS/HEAVY CIVIL
ASSOCIATION INC.
MEMORANDUM OF ASSOCIATION
and
ARTICLES OF ASSOCIATION
Incorporated in 1968 under the Newfoundland
and Labrador Companies Act.
Revised December 1986, 1994, 1999, 2000 2003, 2010**

Revised Statutes of Newfoundland

Chapter 168 entitled
“The Companies’ Act”
Company Limited by Guarantee
**MEMORANDUM OF ASSOCIATION
OF
NEWFOUNDLAND & LABRADOR
ROAD BUILDERS/HEAVY CIVIL ASSOCIATION INC.**

1. The name of the Association is: “Newfoundland & Labrador Road Builders/Heavy Civil Association Inc.”
2. The Registered Office of the Association will be situated in the City of St. John’s.
3. The objects for which the association is established are:-
 - (a) To foster and enhance relations between the members and with the members of other associations, agencies, groups and/or persons interested in construction of the type undertaken by the membership and/or of an allied nature.
 - (b) To acquire and disseminate information of value to the industry and to its membership.
 - (c) To improve and promote standards, extend conditions, methods and practices within the industry.
 - (d) To promote understanding and good will on the part of the public with respect to the functions of the industry and of its members.
 - (e) To consider the form of contracts, specifications and bonds, and to make suitable representation to governments, whether Federal, Provincial or Municipal and to all other boards, agencies, groups and associations and to officials and corporations relative thereto.
 - (f) Generally to entertain those measures and to participate in those activities which will promote and facilitate the development of the industry as a whole, thereby increasing its efficiency and extending its usefulness to the general public.
 - (g) To purchase, lease, hire, buy, sell, assign, transfer, grant, take in exchange or otherwise acquire and hold any real and personal property and any rights or privileges, which the Association may think necessary or convenient for the purpose of its aims, objects and /or business.
 - (h) To enter into arrangements with any public authority that may seem conducive to the Association’s objects and obtain from any such authority any rights, privileges or concessions.

(i) To establish and support or aid in the establishment and support of associations, institutions, funds, or trusts for the benefit of employees or former employees of the Association or its predecessors or the dependents or connections of such employees or former employees and grant pensions and allowances and make payments towards insurance or for any object similar to that set forth in this clause and subscribe or guarantee money for charitable, benevolent, educational or religious objects or for any exhibition or for any public, general or useful objects.

(j) To purchase, lease or take in exchange, hire or otherwise acquire any personal property and any rights or privileges that the Association may think necessary or convenient for the purposes of its business.

(k) To borrow or raise or secure the payment of money in such manner as the directors of the Association may think fit (including but so as not to restrict the generality of the foregoing) by mortgage, charge, hypothecation or pledge or upon all or any of the Association's property, both present and future, and also by the issue of bonds, debentures or other securities or obligations and to secure the same by mortgage or charge, by way of a trust deed or otherwise, upon all or any of the Association's property, both present and future, including its uncalled capital and to purchase, redeem or pay off any such bonds, debentures or securities or obligations and generally to mortgage, charge, hypothecate or pledge all or any of the Association's property, both present and future.

(l) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments.

(m) To sell, lease, exchange or dispose of the undertaking of the Association or any part thereof as an entirety or substantially as an entirety for such consideration as the Association thinks fit and in particular for shares or securities of any other company having objects altogether or in part similar to those of the Association if authorized to do so by a Special Resolution.

(n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with the property of the Association in the ordinary course of its business.

(o) To pay all costs and expenses of or incidental to the incorporation and organization of the Association.

(p) To invest and deal with the monies of the Association not immediately required for the objects of the Association in such manner as may be determined.

(q) To apply for, promote and obtain any statute, ordinance, order, regulation or other authorization or enactment that may seem calculated directly or indirectly to benefit

the Association and to oppose any proceedings or application that may seem calculated directly or indirectly to prejudice the Association's interests.

(r) To carry out all or any of the above objects as principal agent or otherwise or as contractor and by or through agents or otherwise and either alone or in conjunction with others.

(s) To do all such other acts or things as are incidental or conducive to the attainment of the above objects or any of them.

(t) The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this memorandum of association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, or remuneration to any officer or servant of the Association, or to any member of the Association nor to prevent the payment of interest at the rate not exceeding 5 percent, per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the council of management or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association. Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the council of management or governing body may be a member of any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he/she may receive in respect of such payment.

(u) If upon the winding up or dissolution of the Association the remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of paragraph (t) hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the Supreme Court of Newfoundland & Labrador as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

4. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he/she is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time in which he/she ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One dollar (\$1.00).

WE, THE SEVERAL PERSONS whose name and addresses are subscribed, are desirous of being formed into an Association, in pursuance of this Memorandum of Association.

Charles F. Vermeeren, Stephenville, Newfoundland
Director, Western Construction Co. Ltd.

Terence S. Goodyear, Grand Falls, Newfoundland
Director, J. Goodyear & Sons Ltd.

Donald A. Chisholm, Doyle's, Newfoundland
Director, Nova Construction.

Richard F. Trynor, St. John's, Newfoundland
Director, Trynor Construction (Newfoundland) Ltd.

Roy Brown, Corner Brook, Newfoundland
Division Manager, Lundrigans Ltd.

Laurence Peltier, Grand Falls, Newfoundland
Divisional Manager, Curran & Briggs Ltd.

Chesley D. Penney, Grand Falls, Newfoundland
President, Lincoln Construction Ltd.

Witness to the above signatures:

J. G. Walker, 12 Rennies Mill Road, St. John's,
Newfoundland

DATED at St. John's this 18th day of October, A.D.

**1968.ARTICLES OF ASSOCIATION OF
NEWFOUNDLAND & LABRADOR
ROAD BUILDERS/HEAVY CIVIL ASSOCIATION INC.**

1. The Association, for the purpose of registration, is declared to consist of Seventy-five (75) members.

2. The Directors hereinafter mentioned may, whenever the business of the Association requires it, register an increase of members.

3. (DEFINITION OF MEMBERS)

(a) **Road Builder Member** - Road Builder Membership shall be limited to persons, partnerships and corporations in good standing, actively and primarily engaged in the construction and paving of highways, roads, streets, bridges and other civil construction, which may be deemed appropriate from time to time. All having an office within the Province and who perform the bulk of their maintenance and equipment repair work, both Winter and Summer within the Province, and who make all possible purchases within the Province, with preference given to associate members of this Association (all other things being equal) *and after a review of the Board they are considered acceptable* shall be eligible for membership in this Association, and admission shall be in accordance with the procedure set forth herein.

(b) **Water and Sewer Member** – Water and Sewer Member shall be limited to persons, partnerships and corporations in good standing, actively and primarily engaged in the construction and paving of highways, roads, streets, bridges and other civil construction, which may be deemed appropriate from time to time. All having an office within the Province and who perform the bulk of their maintenance and equipment repair work, both Winter and Summer within the Province, and who make all possible purchases within the Province, with preference given to associate members of this Association (all other things being equal) *and after a review by the Board they are considered acceptable* shall be eligible for membership in this Association, and admission shall be in accordance with the procedure set forth herein.

(c) **Associate Membership** shall be extended to persons, partnerships, corporations and business organizations (whether incorporated or unincorporated) actively engaged within the Province as dealers of construction equipment, or engaged in professional construction service or furnishing construction supplies, financing or bonding.

(d) **Honorary Membership** may be extended to any person in recognition of distinguished service in the fields of work defined under ordinary membership, water and sewer membership and associate membership, or federal, provincial, civic or municipal administration. The Board may also upon careful consideration extend Honorary Membership to any individual they consider deserving of such membership upon a majority vote of the Board of Directors.

(e) There shall be no limit to the number of persons, partnerships, business organizations or corporations who may become members of the Association subject nevertheless to the rules and conditions as contained herein.

(f) Applications for membership in the Association shall be made on the prescribed application form, and shall be accompanied by a cheque for the assessed dues for the class of membership applied for.

(g) The secretary shall notify each director of the receipt of an application for membership. Membership shall be made on recommendation of the Board of Directors.

(h) Dues and assessment shall be payable on such dates in the year as determined by the Articles of Association herein contained. Annual dues shall be levied, and in addition, assessments may be made by the Board of Directors on ordinary members to provide an amount sufficient to carry on the business of the Association.

(i) Annual dues for the time being in effect shall be due and payable by each ordinary member and associate member within thirty days (30) after date of admission, and thereafter within thirty days (30) after the commencement of each fiscal period of the Association. Assessments shall be due and payable on the date for payment of which notice shall have been given by the secretary. An ordinary member or associate member may terminate his membership by written resignation submitted to the secretary and accepted by the Board of Directors, upon payment of all annual dues and assessments due and payable for the year in which the resignation is to take effect.

(j) Any ordinary member or associate member who is sixty (60) days in arrears in the payment of any annual dues or assessment shall cease to be a member in good standing but may be reinstated upon the payment of all unpaid annual dues and assessments with any further period of thirty (30) days. An ordinary member or associate member who is in arrears in the payment of any annual due or assessment for more than (90) days shall automatically forfeit his/her and/or its membership or associate membership.

(k) The Board of Directors may, in their sole discretion, suspend or cancel the membership of any ordinary or associate member who has been guilty of conduct prejudicial to the objects of the association or of continued breach of the constitution or Articles of Association, or who has been convicted of a serious criminal offense before a Court of competent jurisdiction or may reprimand or censure such member.

(l) The Board of Directors shall not take any action until after a complaint in writing has been filed with the secretary and a copy forwarded to the member accused who shall be given an opportunity of submitting evidence in his/her and/or its defense in such manner as the Board of Directors shall prescribe, and the directors shall not cancel a membership except on a two thirds vote of ordinary member present at a meeting called to consider the matter, at which

meeting the accused member may appear to give evidence on his/her and/or its behalf.

(m) No action shall be brought against the Association or against any director or officer for anything done pursuant to paragraphs (j) and (k) of this article.

4. DIRECTORS

(a) The affairs of the Association shall be conducted by a Board of Directors consisting of *eleven (11) members four (4) of whom shall be Road Builder members, four (4) Water and Sewer members and three (3) Associate members* of which five shall constitute a quorum.

(b) Each director shall be a member of the Association in good standing, or an officer of a partnership or of a business organization incorporated, which is a member of good standing.

(c) in the year one election one (1) Road Builders, one (1) Water & Sewer and one (1) Associate would be elected for a term of one (1) year and one (1) Road Builders, two (2) Water & Sewer and one (1) Associate would be for a term of two (2) years and two (2) Road Builders, one (1) Water & Sewer and one (1) Associate would be elected for a term of three (3) years. Thereafter directors shall be elected annually for a three (3) year term as terms expire. From the elected directors, a president, vice-president, and a secretary-treasurer shall be elected. The Immediate Past President will remain on the Board of Directors as a Board Member for his/her respective group. If not an elected Board Member he/she shall be a non-voting member.

(d) A casual vacancy on the Board of Directors may be filled by appointment of the board, and the directors so appointed shall hold office for the unexpired term of the vacating director.

(e) A director shall cease to hold office as such director;

(1) If he ceases to be a member of the Association or if he ceases to be a person nominated to represent a member of the Association;

(2) If he becomes bankrupt or of unsound mind;

(3) At the discretion of the Board, if he/she should miss either three consecutive meetings or 50% of the meetings in any year without just cause.

(f) Meetings of Directors may be held at any time and at any place on at least four (4) days notice given by email, facsimile or telephone, or eight (8) days notice

given by post to each of the directors. Meetings of the directors may also be held without formal notice if all of the directors are present or if those absent waive their right to notice and consent to the holding of the meeting.

(g) All questions at meetings of directors shall be decided by a majority vote, each director present, excluding the chairperson having one vote. In the event of an equality of votes, the chairperson of the meeting shall cast the deciding vote.

(h) The directors shall not be entitled as such to any remuneration for their services but they may be reimbursed for their travelling or other expenses incurred on the business of the Association, subject to the prior approval of the majority of the directors.

5. OFFICERS

(a) The officers of the Association shall be a president, a vice-president, a secretary, a treasurer, or a secretary-treasurer, if those offices are combined.

(b) The president shall be the chief executive officer of the Association. He/she shall, if present, preside at all general meetings of the Association, and at all meetings of the directors. The vice-president shall in the absence of the president act in his/her place.

(c) At the option of the directors, an honorary president may be appointed.

(d) The treasurer or secretary-treasurer or delegated staff shall be the custodian of all monies of the Association. He/she shall deposit all monies belonging to the Association in such Bank or Banks as the directors shall direct. He/she shall keep correct accounts of all bills, orders and demands, and to make all disbursements authorized by the directors. He/she shall render a true and complete report of the financial condition of the Association at each annual meeting, and to the directors whenever requested. His/her books and accounts shall at all times be open to inspection by any member of the Board of Directors, and by the officers. He/she shall deliver over to his/her successor in office all monies, books, documents, vouchers and any other property belonging to the Association in his/her possession for which he/she may be accountable. The secretary or secretary-treasurer or delegated staff shall record in permanent form the proceedings of all meetings of the Association and of the directors and shall perform other such duties as may be assigned to him from time to time by the directors. He/she shall keep a proper record of the membership and such other records and books of account as may be necessary to record suitably the business of the Association. He/she shall when necessary certify documents issued by the Association.

(e) The president and vice-president shall not be entitled to any remuneration for their services as such officers, but they may be reimbursed for their travelling and other

expenses incurred upon the business of the Association, subject to prior approval of the directors. All other officers and employees of the Association shall be paid such remuneration as the directors shall from time to time determine.

(f) Any officer and director of the Association may be removed from office by a resolution passed by at least a two-thirds majority at any meeting of the members duly called to consider such a resolution.

6. COMMITTEES

(a) Committees may be constituted from time to time by the directors in their discretion, for any of the purposes hereinafter indicated, and when so constituted shall consist of two members appointed by the directors:

- AGM
- Membership
- Honours & Awards
- Charity
- Education & Training
- NLCSA/OH&S
- Scholarships
- Motor Vehicles
- Pits & Quarries
- Blaster Advisory
- Employers Council
- Specifications
- Government Liaison
- Funding
- Dispute Resolution

(b) Any chairperson of any committee may be empowered to add additional members to his/her committee if he/she so desires.

7. GENERAL MEETINGS

(a) The annual meeting of the Association may be held at such time and place in each year as the directors shall determine. Notice of the meeting shall be sent by ordinary post to each member of the Association at least twenty (20) days prior to the date of the meeting.

(b) A semi-annual meeting of the Association may be held at such place and at such time being not less than four (4) nor more than eight (8) months after the date of the last preceding annual meeting in each year as the directors shall determine. Special general meetings may be held at any time and place at the call of the president or by

the resolution of the directors or on a written request signed by not less than five (5) members, delivered to the secretary and stating the purpose for which the special general meeting is to be held. Notice of any such meeting shall be sent by ordinary post to each member of the Association at least fifteen (15) days prior to the date of the meeting and such notice shall state the purpose for which the meeting is called.

(c) At a General Meeting (50%) fifty percent of the voting members present shall constitute a quorum with a minimum requirement of 10 voting members.

(d) At all general meetings of the Association, each member in good standing shall be entitled to one (1) vote.

(e) All questions at general meetings shall be decided by a majority vote unless by the by-laws of the Association, a greater majority is required. In the event of an equality of votes, the chairperson of the meeting shall cast the deciding vote. Except for the election of officers and directors, votes need not be by ballot, but a vote by ballot shall be taken on any question if demanded by at least ten per cent (10%) of the members present or represented at the meeting or if directed by the chairperson of the meeting.

(f) Order of business at annual meetings shall be as follows, and subject to the discretion of the chairperson:-

- Roll call or registration
- Minutes
- Business arising from the minutes
- Correspondence
- Reports of officers
- Reports of committees
- Unfinished business
- New business
- Appointment of officers
- Election of officers and directors
- Adjournment

8. ELECTION OF OFFICERS AND DIRECTORS

(a) The president shall, at least ninety days (90) prior to date of each annual meeting appoint a nominating committee of at least three (3) members, who may, but need not be officers or directors of the Association. The past president shall be a member and chairperson of this committee.

(b) The nominating committee shall prepare a list of five (5) names to replace the directors.

(c) A letter ballot shall be sent out to each voting member along with a notice of the annual general meeting. The president at the annual general meeting selects three (3) scrutineers from the floor to tally the ballots and report the results to the meeting.

- (d)
 - i) only Road Builder members shall vote for Road Builder Directors
 - ii) only Water and Sewer Members shall vote for Water and Sewer Directors and
 - iii) all Members shall vote for Associate Directors.

(e) The elected Directors shall retire for whatever period is necessary from the annual general meeting, for the purpose of electing the officers of the Association from the members of the Board of Directors. When the Directors have returned to the annual general meeting, the chairperson shall announce to the members of the Association, the names of the officers elected and their official positions for the ensuing fiscal year.

9. AUDITORS AND ACCOUNTS

(a) The accounts of the Association shall be audited each year by an auditor or auditors appointed by resolution of the members at each annual meeting.

(b) The fiscal year of the Association shall terminate on the 30 November in each year. The balance sheet as of the end of the fiscal year and a statement of revenue and expenditures for each year, together with a report of the auditors thereon, shall be presented to each annual meeting.

10. AMENDMENT, ENACTMENT AND REPEAL OF BY-LAWS

(a) The by-laws may be enacted only by the directors, and the directors may from time to time repeal, amend or reenact by-laws, but every such by-law and every appeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a general meeting of the Association duly called for the purpose shall only have force until the next annual meeting of the Association, and in default of confirmation thereat shall and from that time cease to have force; provided nevertheless that any amendment, alteration or change to the by-laws and/or Articles of Association of the company shall be in accordance with the companies act for the Province of Newfoundland and Labrador.

(b) Notice of change of any by-law must be submitted at least thirty (30) days prior to the annual meeting of the Association by writing to the secretary, and may be submitted by any ordinary member or director of the Association.

(c) Provided that only by-laws authorizing the directors to borrow money upon the credit of the Association shall have no force or effect until sanctioned by at least two thirds of the votes cast at a special general meeting of the Association duly called for the purpose of considering the by-laws.

11. FEES AND ASSESSMENTS

(a) The annual fees and all other fees and assessments payable by ordinary members and associate members shall be determined from time to time by resolution of the directors.

12. REPRESENTATION OF MEMBERSHIP

(a) Business organizations, whether incorporated or unincorporated, and being members of the Association, shall be represented by one (1) or more *proprietors or partners in the case of unincorporated organizations, and by one (1) or more officers or their authorized representatives* in the case of incorporated organizations at all meetings of the Association, provided nevertheless that any such member is entitled to one (1) vote only for each paid up member in NLRB/HCA; and any such representative shall be eligible for election to the Board of Directors. Each member shall forward to the operations manager or other delegated staff the names of such persons as are from time to time delegated and duly authorized to represent the member organization, and the said notice to the operations manager or other delegated staff as aforesaid shall name the particular individual and/or his/her alternate, who shall be responsible for casting the one vote on behalf of said member.

13. BANKING

(a) All monies received from time to time by the Association shall be forthwith deposited to the credit of the Association in such bank as may be designated by the Board of Directors, and all payments required to be made by the Association shall be by cheque.

(b) Subject to the approval of a two thirds majority at a general meeting, the directors of the Association are authorized:

1. To borrow money upon the credit of the Association in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise.

2. To issue debentures or other security of the Association.

3. To pledge or sell debentures or other securities for such sums and at such prices as may be deemed expedient.
4. To mortgage, hypothecate, charge or pledge or give security in any manner whatever upon all or any of the property, real or personal, immovable and movable, undertaking the rights of the Association, present and future, to secure any debenture or other securities of the Association present or future or by money borrowed or to be borrowed or any obligation or liability of the Association, present or future.
5. To delegate to such officer or officers or directors of directors of the Association as the directors may designate, all or any of the foregoing powers to such extent and in such manner as the directors may determine.
6. All cheques, drafts or money orders for the payment of money and all notes and acceptances and bills of exchange, shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner, as the Board of Directors may from time to time determine.
7. Contracts, documents or any instruments in writing requiring the due execution thereof by the Association may be signed in verification by any two (2) of the following that is to say, by the president or vice-president and secretary and/or secretary-treasurer, should the office be combined, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
8. The Board of Directors may from time to time by resolution appoint any officer or officers, person or persons, on behalf of the association either to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents in writing.
9. The term “contracts, documents and instruments in writing”, as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

14. SEAL

- (a) The Directors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the directors or of a committee of directors empowered in that behalf and in the presence of thee following, that is to say, the

president or vice-president and the secretary and/or secretary-treasurer, when the office is combined, who shall sign every instrument to which the seal is affixed.

15. INVESTMENTS

(a) The directors of the Association shall be empowered to invest any monies of the Association, which, in their opinion are surplus to the immediate needs of the Association. The funds so invested must be invested in an investment, which has been specified by the law of the Dominion of Canada as safe for the investments of the funds of the insurance companies doing business in Canada.

(b) The directors shall also be empowered to sell at any time at their discretion any securities so bought. The proceeds from such sale of securities may be reinvested as aforesaid or the funds may be returned to the general funds of the Association at the discretion of the directors.

16. NOTICES

(a) A notice may be served by the Association upon any member either personally or by sending it through email, facsimile, post in a prepaid letter addressed to such member at its and/or his/her registered place of abode.

(b) Any notice, if served as above, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put in the post office.

17. WINDING-UP

(a) The Association shall be wound up voluntarily whenever an extraordinary resolution, as defined by The Companies Act, is passed, requiring the Association to be wound up voluntarily.

Charles F. Vermeeren, Stephenville, Newfoundland
Director Western Construction Co. Ltd.

Terence S. Goodyear, Grand Falls, Newfoundland
Director J. Goodyear & Sons Ltd.

Donald A. Chisholm, Doyle's, Newfoundland
Director Nova Construction.

Richard F. Trynor, St. John's, Newfoundland
Director, Trynor Construction (Newfoundland) Ltd.

Roy Brown, Corner Brook, Newfoundland
Division Manager, Lundrigans Ltd.

Laurence Peltier, Grand Falls, Newfoundland
Divisional Manager, Curran & Briggs Ltd.
Chesley D. Penney, Grand Falls, Newfoundland
President, Lincoln Construction Ltd.

Witness to the above signatures:

J. G. Walker, 12 Rennies Mill Road, St. John's,
Newfoundland

DATED at St. John's this 18th day of October, A.D. 1968.