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(Monographs)**

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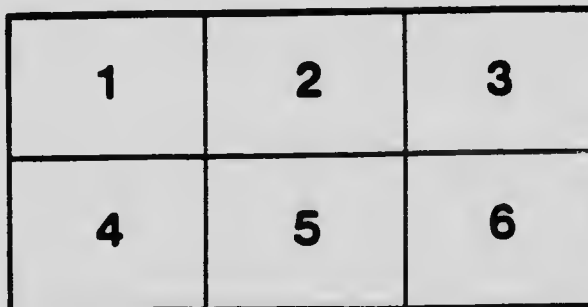
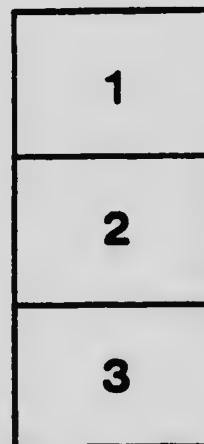
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British Columbia Companies Act, 1897 to 1908

Memorandum
AND
Articles of Association
OF
The H. Smith Biscuit Company,
Limited.

H. H. HALL
Solicitor for the Company
VICTORIA, B.C.

The Companies Act of 1897, and amending Acts.

MEMORANDUM OF ASSOCIATION
OF
The H. Smith Biscuit Company, Limited.

1. The name of the Company is "THE H. SMITH BISCUIT COMPANY, LIMITED."

2. The objects for which the Company is established are:—

(a) To manufacture biscuits, bread, confectionery, molasses syrups, cocoa, chocolate, macaroni, jams, jellies, spices, pastes, gums, pickles, preserves, sauces, potted meats, essences, flavoring extracts, and to buy, sell, deal in and otherwise dispose of the same.

(b) To manufacture, buy, sell, deal in and otherwise dispose of boxes, cans and other receptacles.

(c) To carry on any other business, whether manufacturing or otherwise, and whether wholesale or retail, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(d) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purpose of this Company.

(e) To apply for, purchase or acquire any patents, patented invention, licence, concessions and the like, conferring any exclusive or non-exclusive or limited right to use same, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop or grant concession in respect of or otherwise turn to account the property, right or information so acquired.

(f) To enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concessions or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly, to benefit this Company and to take or otherwise acquire shares and securities of any company and to sell, hold, reissue with or without any guarantee, or otherwise deal with the same.

(g) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly to benefit this Company.

(h) To enter into any arrangement with any authorities, government, municipal, local or otherwise as may seem conducive to the Company's objects or any of them, and to obtain from any such authority any rights, privileges and concessions which the Company may think it advisable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

(i) To establish, support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable institutions or benevolent objects, or for any public, general or useful objects.

(j) To promote any company or companies for the purpose of acquiring all or any of the properties and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(k) To procure the Company to be registered or recognized in any province, or in any country foreign or otherwise.

(l) Generally, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, stock in trade, boats and rolling stocks.

(m) To construct, erect, maintain and alter any buildings, factories, workhouses, shops, stores or works necessary or convenient for the purposes of the Company.

(n) To borrow, raise or secure the payment of money in such other manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property both present and future, including its uncalled capital, and to redeem or pay off any such securities.

(o) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

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

(q) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.

(r) To adopt such means of making known the products of the Company as may deem expedient, and in particular by printing, advertising, by circular or otherwise, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by guaranteeing prizes, rewards and donations.

(s) To invest and deal with any of the monies of the Company not immediately required for the purpose thereof, upon such securities and in such manner as they may think fit, and from time to time to vary or realise such investments.

(t) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Company.

(u) To do all or any of the above things, in any part of the world, as principals, agents, contractors or otherwise, and by or through agents or otherwise, and either alone or in conjunction with others.

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

3. The liability of the members is limited.

4. The capital of the Company is \$500,000.00, divided into five thousand shares of one hundred dollars each, four thousand seven hundred and fifty of which shall be shares entitled to a non-cumulative annual preference dividend of seven per cent and will also participate equally with the ordinary shares in the annual dividend of the Company in excess of such preference, and the remaining two hundred and fifty shares shall be promoter's ordinary shares.

5. The Company shall have power from time to time to increase the capital of the Company.

6. The Directors may set aside and apply fifty per cent. of the purchase price of the shares sold by the Company for the purpose of guaranteeing same and creating a fund which in twelve years will equal the whole

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purchase price of the shares, thus protecting the shareholders in accordance with the conditions of sale against loss of the amount invested with the Company.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Description of Subscribers.	Number of Shares Taken by each Subscriber
HAMILTON SMITH, Biscuit Manufacturer, 104 Dallas Road, Victoria, B. C.	Ten
E. A. BAKER, Manager, 1731 Haro Street, Vancouver, B. C.	Ten
J. O'SULLIVAN, Analytical Chemist, 432 Richards St., Vancouver, B. C.	Ten
D. McINTOSH, Real Estate Agent, Mahon Block, Victoria, B. C.	One
G. SMITH, Manufacturer, 4 Boyd Street, Victoria, B. C.	Ten

Dated the 3rd day of January 1910.

Witness to the signatures:

ARTICLES OF ASSOCIATION

OF

THE H. SMITH BISCUIT COMPANY, LIMITED.

1. All the articles of "Table A" shall be deemed to be incorporated with these articles and to apply to the Company except Article "44".
2. Every member shall have one vote for every share held by him.
3. The Company may commence business notwithstanding that any part of the Capital may remain unallotted or unsubscribed.
4. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions as the Directors may think fit.
5. The capital of the Company is \$500,000.00, divided into five thousand shares of one hundred dollars each, four thousand seven hundred and fifty of which shall be preference shares entitled to a non-cumulative annual preference dividend of seven per cent. and will also participate equally with the ordinary shares in the annual dividends of the Company in excess of such preference; and the remaining two hundred and fifty shares shall be promoter's ordinary shares.
6. The Directors may set aside and apply fifty per cent. of the purchase price of the shares sold by the Company for the purpose of guaranteeing same and creating a fund which in twelve years will equal the whole purchase price of the shares, thus protecting the shareholders in accordance with the conditions of sale against loss of the amount invested with the Company.

Name.	Address.	Description of Subscriber.
HAMILTON SMITH.....	104 Dallas Road, Victoria, B. C.....	Biscuit Manufr.
E. A. BAKER.....	1731 Haro Street, Vancouver, B. C..	Manager.
J. O'SULLIVAN.....	432 Richards Street, Vancouver, B. C.	Analytical Chemist.
D. McINTOSH.....	Mahon Block, Victoria, B. C.....	Real Estate Agent.
G. SMITH.....	4 Boyd Street, Victoria, B. C.....	Manufacturer.

Dated this 3rd day of January 1910

Witness to the signatures

