

**RESOLUTIONS OF THE
MEMBERS OF
LEGAL MARKETING ASSOCIATION (LMA) VANCOUVER
AT A MEETING THEREOF HELD ON
November 22, 2016**

WHEREAS, the Board of Directors has recommended that it is advisable and in the best interests of Legal Marketing Association (LMA) Vancouver (the "Society") to voluntarily dissolve and distribute its assets in the manner described below;

NOW, THEREFORE, BE IT:

RESOLVED, that the Registrar of Companies for the Province of British Columbia be requested to dissolve the Society; and

FURTHER RESOLVED, that the Society dissolve and distribute its assets in accordance with the Plan of Dissolution and Distribution of Assets attached hereto as Exhibit A ("Plan") to achieve compliance with Section 103 of the Act.

These resolutions were adopted on the ____ day of _____, 2016.

Claire Walker, Secretary

Elizabeth Reymundo, President, serving as Chair

EXHIBIT A

LEGAL MARKETING ASSOCIATION (LMA) VANCOUVER

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

1. **Effective Date.** This Plan of Dissolution and Distribution of Assets ("Plan") shall become effective upon its approval and adoption by the members of Legal Marketing Association (LMA) Vancouver (the "Society") in order to comply with Section 103 of the British Columbia Society Act, as amended (the "Act").

2. **Plan of Dissolution and Distribution of Assets.** From and after the Effective Date of this Plan, the Society shall not engage in any business activities except for the purpose of winding up its affairs, liquidating and dissolving in accordance with this Plan. The officers and directors of the Society in office as of the Effective Date shall continue in office solely for the purpose of winding up the Society's affairs, liquidating its assets and dissolving in accordance with this Plan.

3. **Liquidation of Assets.** In connection with the winding up of the Society's affairs, the proper Society officers and directors will proceed to collect all sums due to the Society, and shall convert to cash sufficient corporate assets to discharge its liabilities, as provided by applicable law. The proceeds from any such sum collected or sale of assets shall be used, to the extent necessary, to pay creditors of the Society in accordance with Section 4 below.

4. **Payment of Debts and Liabilities.** From and after the Effective Date of this Plan, and prior to making a Liquidating Distribution, as defined in Section 5 below, the Society shall pay or otherwise make reasonable provision for the payment of all claims and other obligations of the Society, if any, in the order of priority provided by law.

5. **Liquidating Distribution.** After the Society has paid or otherwise made provision for payment of its obligations pursuant to Section 4 above, it shall distribute to the Legal Marketing Association ("LMA"), an Illinois not-for-profit corporation exempt from federal income tax under Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended ("Code"), in accordance with the Act and the Society's Constitution and Bylaws, all of its remaining assets, if any, as a liquidating distribution ("Liquidating Distribution").

6. **Dissolution.** The proper officers of the Society, or any one of them, shall prepare, execute and file, pursuant to applicable sections of the Act, Form 10, Ordinary Resolution and a Joint Affidavit (collectively, the "Voluntary Dissolution Documents") of the Society and shall take such other actions as they deem necessary or desirable to effectuate the dissolution of the Society.

7. **Other Filings.** The proper officers of the Society are authorized, empowered and directed to prepare, execute and timely file any and all other documents that they deem necessary or desirable to carry out the purposes and intentions of this Plan, including, but not limited to, all returns required to be filed with the Canada Revenue Agency, and to do any and all other things in its name and behalf which they may deem necessary and desirable in order to carry out the purposes and intentions of this Plan.

8. Officer and Director Liability. The officers and directors shall be held harmless by the Society for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Society.

9. Proper Officers. For the purposes of this Plan, the proper officers of the Society shall be its President, President-Elect, Secretary and Treasurer.

10. Effective Date of Dissolution. The proper officers and directors of the Society shall make a good faith effort to file the Voluntary Dissolution Documents with the appropriate authorities of the Province of British Columbia on or about December 31, 2016.