

**MEMBERS' SPECIAL RESOLUTION**

**PRIDE TORONTO**

(the **Corporation**)

APPLICATION FOR ARTICLES OF AMENDMENT

BE IT RESOLVED as a special resolution pursuant to subsection 30(1) of the *Not-for-Profit Corporations Act* (Ontario), that the Corporation is authorized to amend its articles of incorporation dated November 30, 1995, as amended from time to time, by filing articles of amendment changing the number of directors from 7 to a range with a minimum of 5 and a maximum of 12.

BE IT FURTHER RESOLVED that the number of directors of the Corporation is set to 12.

BE IT FURTHER RESOLVED, that hereinafter, the directors of the Corporation are authorized to fix, by ordinary resolution of the board passed from time to time, the number of directors of the Corporation within the range of the minimum and maximum number of directors set out in the articles of amendment of the Corporation.

AND BE IT FURTHER RESOLVED that in order to complete the amendment to the articles of incorporation as provided for in the forgoing resolution, any two directors or officers of the Corporation are authorized to execute an application for articles of amendment to be submitted to the Ministry of Government and Consumer Services for the Province of Ontario, or, if applicable, any successor ministry or agency of the Government of Ontario with jurisdiction (the **Approval Authority**), and to take any additional and ancillary action necessary to give effect to this resolution, including signing other documents and instruments, and approving such amendments to the application for articles of amendment as required by the Approval Authority in order for the articles of amendment to be issued.

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The undersigned, being the Secretary of the Corporation, certifies that the above is a true and correct copy of special resolutions of the Corporation, passed at a meeting of the members held on \_\_\_ day of \_\_\_\_\_ by a majority of not less than two-thirds of the votes cast by the members of the Corporation and that the resolution is in full force and effect, unamended as of this date.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Name: Brian De Matos  
Title: Secretary