



Form 10
(Section 66 and 67)

Certificate of
Incorporation No. S-0005184

SOCIETY ACT

COPY OF RESOLUTION

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

OCT 08 2008

The following is a copy of

- a special resolution* passed
- an ordinary resolution
- a director's resolution


7 RON TOWNSHEND
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 23rd day of August, 2008.

“Be it resolved as a special resolution as follows:

2.1 The members of the Society approve the sale of all or substantially all of its assets to Shaw Cablesystems Limited, or an affiliate thereof, pursuant to a purchase agreement dated June 10, 2008 as generally described in the “Summary of Shaw Offer” (the “Summary”) provided to the members with the notice of this meeting, effective immediately upon the filing of the new Bylaw 106 under the provisions of the Society Act (such purchase agreement, as amended or supplemented, if applicable, being referred to as the “Purchase Agreement” in this Resolution 2).

2.2 The Directors of the Society (or any one or more of the Directors or Officers of the Society authorized by the Directors of the Society to do so) be authorized to approve any additional or related agreements reasonably required in order to give effect to the Purchase Agreement or to approve any amendments to the Purchase Agreement (or of any such additional or related agreements) which, in each case, do not change any of the terms and conditions set forth in the Summary in a manner which would reasonably be expected to be significantly adverse to the interests of The Society and its members; and

2.3 The execution and delivery of the Purchase Agreement be ratified and confirmed, and each of the Directors and Officers of The Society be authorized to execute and deliver such agreements, instruments and other documents, and do such acts and things as they consider necessary or advisable in order to give effect to and carry out the intent of the Purchase Agreement and this special resolution, including but not limited to filing this special resolution with the Registrar of Companies in accordance with section 66 of the Society Act.”

DATED this 29th day of September, 2008.

CAMPBELL RIVER T.V. ASSOCIATION
(Name of Society)

by J. Kew PRESIDENT
(Signature) *(Relationship to Society)*



BRITISH COLUMBIA
The Best Place on Earth

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OCT 14 2008

The following is a copy of

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- a directors' resolution

Ron Townshend
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RON TOWNSHEND
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 23 day of August 2008
(Day) (Month) (Year)

"Be it resolved as a special resolution that the bylaws of the Society be amended as follows and that any one director or officer of The Society be authorized and directed to file this special resolution with the Registrar in accordance with section 23 of the Society Act:

1.1 By repealing Section 54 thereof and substituting the following:

54. Provided however, that nothing herein shall authorize or permit the Directors of the Society to sell or otherwise dispose of the whole or the greater part of the assets and equipment of The Society used to provide cable services to its members unless such sale or other disposition is approved pursuant to Part 11 of these bylaws.

1.2 By repealing Section 106 thereof and substituting the following:

106. All or substantially all of the assets of The Society used to provide cable services to its members shall not be sold or otherwise disposed of except with the prior approval of such sale or disposition by a special resolution of The Society; provided, however, that such special resolution may be passed either before or after this Section 106 becomes effective."

DATED this 29th day of September, 2008.

CAMPBELL RIVER T.V. ASSOCIATION
(Name of Society)

By J. Ken
(Signature)

President
(Relationship to Society)