



# Articles of Incorporation

Business Corporations Act

## 1. Corporation Name

1000088600 ONTARIO INC.

## 2. Registered Office Address

130 King Street West, Suite 2210, Toronto, Ontario, M5X 1E4, Canada

## 3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

## 4. The first director(s) is/are:

Full Name

DAVID D'ONOFRIO

Resident Canadian

Yes

Address for Service

130 King Street West, Suite 2210, Toronto, Ontario, M5X 1E4,  
Canada

## 5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

There are no restrictions.

## 6. The classes and any maximum number of shares that the corporation is authorized to issue:

The Company is authorized to issue: 1. an unlimited number of common shares; and 2. an unlimited number of special shares, issuable in series.

The endorsed Articles of Incorporation are not complete without the Certificate of Incorporation.

Certified a true copy of the record of the Ministry of Government and Consumer Services.

A handwritten signature in black ink, appearing to read "V. Quintanilla W.".

Director/Registrar, Ministry of Government and Consumer Services

**7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":**

Common Shares (1) Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder. (2) The holders of common shares shall be entitled to receive dividends if and when declared by the board of directors. (3) In the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Company. Special Shares (1) The special shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the endorsement thereon of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of special shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions. (2) The special shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the special shares of every other series and be entitled to preference over the common shares and over any other shares of the Company ranking junior to the special shares. The special shares of any series may also be given such other preferences, not inconsistent with these articles, over the special shares and any other shares of the Company ranking junior to the special shares as may be fixed as provided herein. (3) If any cumulative dividends or amounts payable on the return of capital in respect of a series of special shares are not paid in full, all series of special shares shall participate rateably in respect of such dividends and return of capital. (4) The special shares of any series may be made convertible into special shares of any other series or common shares at such rate and upon such basis as the directors in their discretion may determine. (5) Unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of special shares shall be entitled to one vote at a meeting of shareholders. Voting Restrictions The holders of shares of a class or of a series of the Company are not entitled to vote separately as a class or series, as the case may be, upon, and shall not be entitled to dissent in respect of, any proposal to amend the articles to: (1) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series; (2) effect an exchange, reclassification or cancellation of the shares of such class or series; or (3) create a new class or series of shares equal or superior to the shares of such class or series.

**8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":**

If the Company: (a) is not a reporting issuer or investment fund within the meaning of applicable securities legislation; and (b) has not distributed to the public (excluding accredited investors within the meaning of applicable securities legislation) any of its securities, then no shares in the capital of the Company shall be transferred without either: (i) the previous consent of the board of directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (ii) the previous consent of the holders of at least 51% of the shares of that class for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

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*V. Quintanilla W.*

Director/Registrar, Ministry of Government and Consumer Services

9. Other provisions, if any. Enter other provisions, or if no other provisions enter "None":

None.

10. The name(s) and address(es) of incorporator(s) are:

Full Name

CHRIS IRWIN

Address for Service

217 Queen Street West, Toronto, Ontario, M5V 0R2, Canada

The articles have been properly executed by the required person(s).

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