

Request ID: 013967083  
Demande n°:  
Transaction ID: 046776710  
Transaction n°:  
Category ID: CT  
Catégorie:

Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

Date Report Produced: 2012/02/10  
Document produit le:  
Time Report Produced: 15:00:31  
Imprimé à:

# Certificate of Incorporation

## Certificat de constitution

This is to certify that

Ceci certifie que

2 3 1 6 6 4 5 O N T A R I O I N C . ✓

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

0 0 2 3 1 6 6 4 5

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

F E B R U A R Y 1 0 F É V R I E R , 2 0 1 2



Director/Directrice  
Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°  
13967083

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2316645

FORM 1 FORMULE NUMERO 1  
BUSINESS CORPORATIONS ACT / LOI SUR LES COMPAGNIES

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*  
2316645 ONTARIO INC.

2. The address of the registered office is: Adresse du siège social:

1057 MCBRIDE AVENUE

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'établissement à bureau, numéro du bureau)

MISSISSAUGA                      ONTARIO

CANADA                          L5C 1M4

(Name of Municipality or Post Office)                      (Postal Code/Code postal)  
(Nom de la municipalité ou du bureau de poste)

- |                                                            |                                                           |
|------------------------------------------------------------|-----------------------------------------------------------|
| 3. Number (or minimum and maximum number) of directors is: | Nombre (ou nombres minimal et maximal) d'administrateurs: |
| Minimum 1                                                  | Maximum 15                                                |

- |                                                                                       |                                                                                                                         |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| 4. The first director(s) is/are:                                                      | Premier(s) administrateur(s):                                                                                           |
| First name, initials and surname<br>Prenom, initiales et nom de famille               | Resident Canadian<br>Resident Canadien                                                                                  |
|                                                                                       | State Yes or No<br>Oui/Non                                                                                              |
| Address for service, giving Street & No.<br>or R.R. No., Municipality and Postal Code | Domicile élu, y compris la rue et le<br>numéro, le numéro de la R.R., ou le nom<br>de la municipalité et le code postal |

\* **TTTTT MY** **YES**

CHUNG

1057 MCBRIDE AVENUE

MISSISSAUGA ONTARIO  
CANADA L5C 1M4

Request ID / Demande n°  
13967083

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2316645

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

NONE

6. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

The corporation is authorized to issue:

- an unlimited number of Common Shares;
- an unlimited number of Class A Special Shares;
- an unlimited number of Class B Special Shares;
- an unlimited number of Class C Special Shares.

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: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

The said Class A Special Shares shall have attached thereto the following:

1. The holders of the Class A Special Shares shall be entitled to receive in each fiscal year out of the money available for dividends, non-cumulative dividends on the capital for the time being paid thereon, payable when and at such times and in such amounts and at such places in Canada as the Board of Directors may from time to time determine. The dividends on the Class A Special Shares are non-cumulative and if in any fiscal year the Board of Directors in its discretion does not declare the dividends or any part thereof on a Class A Special Share then the rights of the holders thereof to such dividends or to any greater dividend than the dividends actually declared for such fiscal year shall be forever extinguished;
2. The holders of the Class A Special Shares shall be entitled to one vote for each Class A Special Share held by them at all shareholders' meetings;
3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class A Special Shares shall be paid or distributed equally share for share to the holders of the Class A Special Shares without preference or distinction;
4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class A Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;
5. Upon the date and the place specified in the said notice to call the holders of the Class A Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Class A Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class A Special Shares covered by such deposit shall be redeemed.

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: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

Rights, privileges, restrictions and conditions attached to Class B Special Shares:

1. The holders of the Class B Special Shares shall be entitled to receive in each fiscal year out of the money available for dividends, non-cumulative dividends on the capital for the time being paid thereon, payable when and at such times and in such amounts and at such places in Canada as the Board of Directors may from time to time determine. The dividends on the Class B Special Shares are non-cumulative and if in any fiscal year the Board of Directors in its discretion does not declare the dividends or any part thereof on a Class B Special Share then the rights of the holders thereof to such dividends or to any greater dividend than the dividends actually declared for such fiscal year shall be forever extinguished;

2. The holders of the Class B Special Shares shall not, as such have any voting rights for the election of directors or for any such purpose nor shall they be entitled to attend shareholders' meetings; holders of the Class B Special Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertakings or a substantial part thereof;

3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class B Special Shares shall be paid or distributed equally share for share to the holders of the Class B Special Shares without preference or distinction;

4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class B Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;

5. Upon the date and the place specified in the said notice to call the holders of the Class B Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as

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: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

aforesaid; on failure to surrender any certificate for the Class B Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class B Special Shares covered by such deposit shall be redeemed.

6. Except as above set forth the holders of the Class B Special Shares shall not be entitled to participate to any further extent in the profits or assets of the corporation available for distribution to shareholders.

Rights, privileges, restrictions and conditions attached to Class C Special Shares:

1. The holders of the Class C Special Shares shall in the discretion of the directors in each year carry the right to fixed non-cumulative dividends at the rate to be prescribed by the directors at the time of issue;

2. The holders of the Class C Special Shares shall not, as such have any voting rights for the election of directors or for any such purpose nor shall they be entitled to attend shareholders' meetings; holders of the Class C Special Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertakings or a substantial part thereof;

3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class C Special Shares shall be paid or distributed equally share for share to the holders of the Class C Special Shares without preference or distinction;

4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class C Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;

5. Upon the date and the place specified in the said notice to call the holders of the Class C Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders

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: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Class C Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class C Special Shares covered by such deposit shall be redeemed.

6. Except as above set forth the holders of the Class C Special Shares shall not be entitled to participate to any further extent in the profits or assets of the corporation available for distribution to shareholders.

The said Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of the Common Shares shall be entitled to receive in each fiscal year cumulative dividends from the capital available for distribution of dividends payable when and at such time and in such amounts as the Board of Directors may from time to time determine;

2. The holders of the Common Shares shall be entitled to one (1) vote for each Common Share held by them at all meetings of shareholders;

3. In the event of dissolution, liquidation, or the winding-up of the corporation, all the property and assets of the corporation which are available for distribution to the holders of the Common Shares shall be distributed rateably among the holders of the Common Shares held by each shareholder when compared to the total number of issued and outstanding Common Shares.

Request ID / Demande n°  
13967083

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2316645

- 
8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

No share of the corporation shall be transferred without:

either the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors or by instruments in writing signed by all the directors;

or the express consent of the shareholders of the corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all of the shares.

Request ID / Demande n°  
13967083

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2316645

9. Other provisions, (if any, are):  
*Autres dispositions, s'il y a lieu:*

---

1. that any invitation to the public to subscribe for any shares or securities of the corporation is hereby prohibited.
2. that the number of shareholders of the corporation, exclusive of persons who are in the employment of the corporation and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after termination of that employment, to be shareholders of the corporation, is limited to not more than fifty (50), two (2) or more person who are the joint registered owners of one (1) or more shares being counted as one (1) shareholders.
3. that the corporation may be dissolved or wound up with the consent of 50% of the shareholders of the corporation.
4. the corporation may use the French language equivalent of its name in the Province of Quebec or any other Province that requires the name of the corporation to be the French language.

Request ID / Demande n°  
13967083

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2316645

10. The names and addresses of the incorporators are  
Nom et adresse des fondateurs

First name, initials and last name  
or corporate name

Prénom, initiale et nom de  
famille ou dénomination sociale

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code

Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

\* TIEU MY CHUNG  
1057 MCBRIDE AVENUE

MISSISSAUGA ONTARIO  
CANADA L5C 1M4

Form 1 - Ontario Corporation/Formule 1 - Personnes morales de l'Ontario  
Schedule A/Annexe A

Please type or print all information in block capital letters using  
black ink.  
Prêté de dactylographier les renseignements ou de les écrire en  
caractères d'imprimerie à l'encre noire.

Ontario Corporation Number  
Numéro matricule de la personne  
morale en Ontario  
2316645

Date of Incorporation or Amalgamation  
Date de constitution ou fusion  
Year/Année Month/Mois Day/Jour  
2012 02 10

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

First Name/Prénom

Middle Names/Autres prénoms

CHUNG

TIEU MY

Middle Names/Autres prénoms

Street Number/Numéro de rue

Suite/Bureau

1057

Street Name/Nom de la rue

MCBRIDE AVENUE

Street Name (cont'd)/Nom de la rue (suite)

City/Town/Ville

MISSISSAUGA

Province, State/Province, État

ONTARIO

Country/Pays

CANADA

Postal Code/Code postal

L5C 1M4

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/  
Résident canadien

(Resident Canadian applies to directors of business corporations only; /  
Résident canadien ne s'applique qu'aux administrateurs des sociétés par actions)

Other Titles (Specify)  
Autres titres (Veuillez préciser)

Date Elected/  
Date d'élection

Year/Année

Month/Mois

Day/Jour

Date Ceased/  
Date de cessation

Year/Année

Month/Mois

Day/Jour

Date Appointed/  
Date de nomination

Year/Année

Month/Mois

Day/Jour

Date Ceased/  
Date de cessation

Year/Année

Month/Mois

Day/Jour

GENERAL MANAGER/  
DIRECTEUR GÉNÉRAL

Other Titles (Specify)  
Autres titres (Veuillez préciser)

Date Appointed/  
Date de nomination

Year/Année

Month/Mois

Day/Jour

Date Ceased/  
Date de cessation

Year/Année

Month/Mois

Day/Jour

GENERAL MANAGER/  
DIRECTEUR GÉNÉRAL

Other Titles (Specify)  
Autres titres (Veuillez préciser)

Date Appointed/  
Date de nomination

Year/Année

Month/Mois

Day/Jour

Date Ceased/  
Date de cessation

Year/Année

Month/Mois

Day/Jour

GENERAL MANAGER/  
DIRECTEUR GÉNÉRAL

Other Titles (Specify)  
Autres titres (Veuillez préciser)

DIRECTOR / OFFICER INFORMATION - RENSEIGNEMENTS RELATIFS AUX ADMINISTRATEURS/DIRIGEANTS

Full Name and Address for Service/Nom et domicile élu

First Name/Prénom

Middle Names/Autres prénoms

Street Number/Numéro de rue

Suite/Bureau

Street Name/Nom de la rue

Street Name (cont'd)/Nom de la rue (suite)

City/Town/Ville

Province, State/Province, État

Country/Pays

Postal Code/Code postal

Director Information/Renseignements relatifs aux administrateurs

Resident Canadian/  
Résident canadien

(Resident Canadian applies to directors of business corporations only; /  
Résident canadien ne s'applique qu'aux administrateurs des sociétés par actions)

Other Titles (Specify)  
Autres titres (Veuillez préciser)

Date Elected/  
Date d'élection

Year/Année

Month/Mois

Day/Jour

Date Ceased/  
Date de cessation

Year/Année

Month/Mois

Day/Jour

Date Appointed/  
Date de nomination

Year/Année

Month/Mois

Day/Jour

Date Ceased/  
Date de cessation

Year/Année

Month/Mois

Day/Jour

GENERAL MANAGER/  
DIRECTEUR GÉNÉRAL

Other Titles (Specify)  
Autres titres (Veuillez préciser)

Date Appointed/  
Date de nomination

Year/Année

Month/Mois

Day/Jour

Date Ceased/  
Date de cessation

Year/Année

Month/Mois

Day/Jour

GENERAL MANAGER/  
DIRECTEUR GÉNÉRAL

Other Titles (Specify)  
Autres titres (Veuillez préciser)

Date Appointed/  
Date de nomination

Year/Année

Month/Mois

Day/Jour

Date Ceased/  
Date de cessation

Year/Année

Month/Mois

Day/Jour

GENERAL MANAGER/  
DIRECTEUR GÉNÉRAL

Other Titles (Specify)  
Autres titres (Veuillez préciser)

Best Ontario Inc. C/A Form 1 V1.8 (12/2006)

Contact us at <http://www.bestontario.com>

[info@bestontario.com](mailto:info@bestontario.com)

**Form 1 - Ontario Corporation  
Formule 1 - Personnes morales de l'Ontario**

**Initial Return/Notice of Change/  
Rapport Initial/Avís de modificación  
Corporations Information Act/Loi sur les  
renseignements exigés des personnes morales**

Please type or print all information in block capital letters using black ink.  
Prétre de dactylographier les renseignements ou de les écrire en caractères d'imprimerie à l'encre noire.

|    |                                                                     |                                     |                                                          |
|----|---------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------|
| 1. | Business Corporation/<br>Société par actions                        | <input checked="" type="checkbox"/> | Initial Return / Avis de<br>Rapport initial/modification |
|    | Not-For-Profit Corporation/<br>Personne morale sans but<br>lucratif | <input type="checkbox"/>            |                                                          |

|    |                                                                                    |    |                                                                                                               |
|----|------------------------------------------------------------------------------------|----|---------------------------------------------------------------------------------------------------------------|
| 2. | Ontario Corporation Number<br>Numero matricule de la personne<br>morale en Ontario | 3. | Date of incorporation or<br>Amalgamation/<br>Date de constitution ou fusion<br>Year/Année Month/Mois Day/Jour |
|    | 2316645                                                                            |    | 2012 02 10                                                                                                    |

4. Corporation Name including Particulars/Raison sociale de la personne morale, y compris la particulation

2316645 ONTARIO INC.

5. Address of Registered or Head Office/Adresse du siège social

For Ministry Use Only  
À l'usage du ministère seulement

INITIAL RETURN (FORM 1)  
HAS BEEN FILED !!!

|                                            |                           |              |
|--------------------------------------------|---------------------------|--------------|
| Street No./N° civique                      | Street Name/Nom de la rue | Suite/Bureau |
| 1057                                       | MCBRIDE AVENUE            |              |
| Street Name (cont'd)/Nom de la rue (suite) |                           |              |
| City/Town/Ville                            |                           |              |
| MISSISSAUGA                                |                           |              |
| Postal Code/Code postal                    |                           |              |
| L5C 1M4                                    |                           |              |
| Ontario, Canada                            |                           |              |

6. Mailing Address/Adresse postale

☒ Same as Registered or Head Office/  
Même que siège social

Street No./N° civique

☐ Not Applicable/  
Ne s'applique pas

Street Name/Nom de la rue

Suite/Bureau

Street Name (cont'd)/Nom de la rue (suite)

City/Town/Ville

Province, State/Province, Etat

Country/Pays

Postal Code/Code postal

7. Language of Preference/Langue préférée

☒ English - Anglais

☐ French - Français

8. Information on Directors/Officers must be completed on Schedule A as requested. If additional space is required, photocopy Schedule A. Les renseignements sur les administrateurs ou les dirigeants doivent être fournis dans l'Annexe A, tel que demandé. Si vous avez besoin de plus d'espace, vous pouvez photocopier l'Annexe A.

Number of Schedule A(s) submitted/Nombre d'Annexes A présentées

1

(At least one Schedule A must be submitted/À moins une Annexe A doit être présentée)

9. (Print or type name in full of the person authorizing filing / Dactylographier ou inscrire le prénom et le nom en caractères d'imprimerie de la personne qui autorise l'enregistrement)  
I/Le TIEU MY CHUNG

Check appropriate box  
Cocher la case pertinente  
D) ☒ Director/Administrateur

O) ☐ Officer /Dirigeant  
Other individual having knowledge of the affairs of the Corporation/autre personne ayant connaissance des activités de la personne morale

NOTEREMARQUE : Sections 13 and 14 of the Corporations Information Act provide penalties for making false or misleading statements or omissions. Les articles 13 et 14 de la Loi sur les renseignements exigés des personnes morales prévoient des peines en cas de déclaration fautive ou trompeuse, ou d'omission.

Best Ontario File No: 120210484 Friday February 10, 15:08:53 EST 2012