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Demande n°:
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Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

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Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**AL-HASHIMI AND JAWAD DENTISTRY
PROFESSIONAL CORPORATION**

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002430073

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

AUGUST 14 AOÛT, 2014



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

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FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT / LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is:
AL-HASHIMI AND JAWAD DENTISTRY
PROFESSIONAL CORPORATION

Dénomination sociale de la compagnie:
2. The address of the registered office is:

3251 MCCURDY COURT

(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 édifice à bureau, numéro du bureau)
BURLINGTON
CANADA
(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

Adresse du siège social:

ONTARIO
L7M 0C1
(Postal Code/Code postal)
3. Number (or minimum and maximum number) of directors is:
Minimum 1

Nombre (ou nombres minimal et maximal) d'administrateurs:
Maximum 10
4. The first director(s) is/are:

First name, initials and surname
Prénom, initiales et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality and Postal Code

Premier(s) administrateur(s):

Resident Canadian State Yes or No
Résident Canadien Oui/Non

Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal

* NAWFAL
AL-HASHIMI
3251 MCCURDY COURT

BURLINGTON ONTARIO
CANADA L7M 0C1

YES

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

Premier(s) administrateur(s):

First name, initials and surname
Prénom, initiales et nom de famille

Resident Canadian State Yes or No
Résident Canadien Oui/Non

Address for service, giving Street & No.
or R.R. No., Municipality and Postal Code

*Domicile élu, y compris la rue et le
numéro, le numéro de la R.R., ou le nom
de la municipalité et le code postal*

* SINAN

YES

JAWAD

2247 BRIARGROVE CIRCLE

OAKVILLE ONTARIO

CANADA L6M 5A5

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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.

The corporation shall not carry on a business other than the practice of dentistry, and activities related to or ancillary to the practice of dentistry, including the investment of surplus funds earned by the corporation.

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:

unlimited Class A
unlimited Class B
unlimited Class C-1
unlimited Class C-2
unlimited Voting Common
unlimited Non-Voting Common

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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:*

1. DIVIDEND - CLASS A SHARES

(a) Each Class A share shall entitle the holder thereof to receive for each financial year of the corporation, when, as and if declared by the board of directors of the corporation, out of the monies of the corporation properly applicable to the payment of dividends, a variable preferential non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall not be less than 0% and shall not be more than 8% of the Redemption Amount (as hereinafter defined).

(b) If such variable preferential dividend for any financial year of the corporation has not been declared payable prior to the expiration of six months from the end of such financial year, the rights of the holders of all Class A shares to receive such undeclared dividend shall be forever extinguished at the expiration of such six months.

(c) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the corporation.

(d) No dividend shall be paid on the Class B, Class C-1, Class C-2, Voting Common or Non-Voting Common shares for a financial year of the corporation unless the variable preferential dividend payable for such financial year on all the Class A shares outstanding at any time in such financial year shall have been declared and paid in full.

2. REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS A SHARES

The Redemption Amount as hereinbefore and hereinafter referred to with respect to each Class A share shall be equal to the amount determined by dividing the money received by the corporation or the fair market value of the consideration received for the first issuance of Class A shares by the number of Class A shares first issued as aforesaid, which consideration is equal to the fair market value of any property or assets transferred to the corporation, or other consideration received in consideration for the first issuance of the Class A shares minus the aggregate of the fair market value of any liabilities assumed by the corporation and the fair market value of any non-share consideration issued by the corporation in the course of any such transfer. The fair market value of any property or assets transferred to the corporation, any liabilities assumed by the corporation and any non-share consideration issued by the corporation is to be determined on the basis of generally accepted accounting and valuation principles.

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The corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A shares upon payment of the Redemption Amount for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Redemption Date") and place or places of redemption. Upon the Redemption Date the corporation shall pay or cause to be paid to the order of the registered holder of each Class A share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class A shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the corporation for the aggregate Redemption Amount of the Class A shares of the shareholder to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class A shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of each Class A share to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class A shares for which payment has not been made shall remain unaffected. The corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the Redemption Amount of the Class A shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, together with all dividends declared thereon and unpaid, to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class A shares upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit(s) being made the Class A shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the Redemption Amount, together with all dividends declared thereon and unpaid, so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the corporation, provided that with any such deposit the corporation shall forthwith mail to the holder of each such Class A share a notice in writing advising of such

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deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class A shares is to be redeemed, the shares to be redeemed shall be selected either:

- (a) as nearly as may be in proportion to the number of Class A shares registered in the name of each shareholder; or
- (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class A shares at the time outstanding.

3. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS A SHARES

Any registered holder of Class A shares, may, at his option, upon giving notice as hereinafter provided, require the corporation at any time or times to redeem all or any part of the Class A shares held by him, and the corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class A shares desires to require the redemption, as aforesaid, of all or any part of the Class A shares held by him, such registered holder shall mail by prepaid mail addressed to the corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class A shares to be so redeemed. On the date 14 days next following the receipt of such notice by the corporation (herein called the "Redemption Date"), the corporation shall pay or cause to be paid to the order of the registered holder of such Class A shares the Redemption Amount, together with all dividends declared thereon and unpaid, on presentation and surrender at the registered office of the corporation of the certificates representing the Class A shares specified in the notice. For the purposes of this paragraph, the issuance and delivery of a promissory note payable on demand by the corporation for the aggregate Redemption Amount of the Class A shares to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class A shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of the Class A shares to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Redemption Amount, together with all dividends declared thereon and unpaid,

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shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class A shares for which payment has not been made shall remain unaffected.

4. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS A SHARES

In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class A share shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of any other class of shares, the Redemption Amount per Class A share together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class A shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.

5. RESTRICTIONS ON CERTAIN ACTIONS

The corporation shall not declare or pay any dividend, purchase or redeem, or make any other distribution on any other class of shares (a "Restricted Act") at any time when the corporation is not permitted by the Ontario Business Corporations Act (the "Act") to redeem all of the then outstanding Class A shares or when such Restricted Act would put the corporation into such a position.

6. DIVIDEND - CLASS B SHARES

(a) Each Class B share shall entitle the holder thereof to receive for each financial year of the corporation, when, as and if declared by the board of directors of the corporation, out of the monies of the corporation properly applicable to the payment of dividends, a variable preferential non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall not be less than 0% and shall not be more than 8% of the Redemption Amount (as hereinafter defined).

(b) If such variable preferential dividend for any financial year of the corporation has not been declared payable prior to the expiration of six months from the end of such financial year, the rights of the holders of all Class B shares to receive such undeclared dividend shall be forever

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extinguished at the expiration of such six months.

(c) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the corporation.

(d) No dividend shall be paid on the Class C-1, Class C-2, Voting Common or Non-Voting Common shares for a financial year of the corporation unless the variable preferential dividend payable for such financial year on all the Class B shares outstanding at any time in such financial year shall have been declared and paid in full.

7. REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS B SHARES

The Redemption Amount as hereinbefore and hereinafter referred to with respect to each Class B share shall be equal to the amount determined by dividing the money received by the corporation or the fair market value of the consideration received for the first issuance of Class B shares by the number of Class B shares first issued as aforesaid, which consideration is equal to the fair market value of any property or assets transferred to the corporation, or other consideration received in consideration for the first issuance of the Class B shares minus the aggregate of the fair market value of any liabilities assumed by the corporation and the fair market value of any non-share consideration issued by the corporation in the course of any such transfer. The fair market value of any property or assets transferred to the corporation, any liabilities assumed by the corporation and any non-share consideration issued by the corporation is to be determined on the basis of generally accepted accounting and valuation principles.

The corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B shares upon payment of the Redemption Amount for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Redemption Date") and place or places of redemption. Upon the Redemption Date the corporation shall pay or cause to be paid to the order of the registered holder of each Class B share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class B shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the corporation for the aggregate Redemption Amount of the Class B shares of the shareholder to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class B shares

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represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of each Class B share to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class B shares for which payment has not been made shall remain unaffected. The corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the Redemption Amount of the Class B shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, together with all dividends declared thereon and unpaid, to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class B shares upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit(s) being made the Class B shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the Redemption Amount, together with all dividends declared thereon and unpaid, so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the corporation, provided that with any such deposit the corporation shall forthwith mail to the holder of each such Class B share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class B shares is to be redeemed, the shares to be redeemed shall be selected either:

- (a) as nearly as may be in proportion to the number of Class B shares registered in the name of each shareholder; or
- (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class B shares at the time outstanding.

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8. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS B SHARES

Any registered holder of Class B shares, may, at his option, upon giving notice as hereinafter provided, require the corporation at any time or times to redeem all or any part of the Class B shares held by him, and the corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class B shares desires to require the redemption, as aforesaid, of all or any part of the Class B shares held by him, such registered holder shall mail by prepaid mail addressed to the corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class B shares to be so redeemed. On the date 14 days next following the receipt of such notice by the corporation (herein called the "Redemption Date"), the corporation shall pay or cause to be paid to the order of the registered holder of such Class B shares the Redemption Amount, together with all dividends declared thereon and unpaid, on presentation and surrender at the registered office of the corporation of the certificates representing the Class B shares specified in the notice. For the purposes of this paragraph, the issuance and delivery of a promissory note payable on demand by the corporation for the aggregate Redemption Amount of the Class B shares to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class B shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of the Class B shares to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class B shares for which payment has not been made shall remain unaffected.

9. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS B SHARES

In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class B share shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of Class C-1 shares, Class C-2 shares, Voting Common and Non-Voting Common shares, but after satisfaction of the amounts payable to

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the holders of the Class A shares, the Redemption Amount per Class B share together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class B shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class B share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.

10. RESTRICTIONS ON CERTAIN ACTIONS

The corporation shall not declare or pay any dividend, purchase or redeem, or make any other distribution (a "Restricted Act") on any other class of shares, except on the Class A shares, at any time when the corporation is not permitted by the Ontario Business Corporations Act (the "Act") to redeem all of the then outstanding Class B shares or when such Restricted Act would put the corporation into such a position.

11. REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS C-1 SHARES

The corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class C-1 shares upon payment of a redemption price equal to the sum of \$1.00 for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Redemption Date") and place or places of redemption. Upon the Redemption Date the corporation shall pay or cause to be paid to the order of the registered holder of each Class C-1 share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class C-1 shares. If a part only of the Class C-1 shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of each Class C-1 share to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the redemption price of the Class C-1 shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption to a special account at any chartered bank or any

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trust company to be paid without interest to or to the order of the holder of such Class C-1 shares upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit(s) being made the Class C-1 shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the redemption price so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the corporation, provided that with any such deposit the corporation shall forthwith mail to the holder of each such Class C-1 share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class C-1 shares is to be redeemed, the shares to be redeemed shall be selected either:

- (a) as nearly as may be in proportion to the number of Class C-1 shares registered in the name of each shareholder; or
- (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class C-1 shares at the time outstanding.

12. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS C-1 SHARES

Any registered holder of Class C-1 shares, may, at his option, upon giving notice as hereinafter provided, require the corporation at any time or times to redeem all or any part of the Class C-1 shares held by him, and the corporation shall pay to such holder for each such share which the holder requires to be redeemed, a redemption price equal to the sum of \$1.00, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class C-1 shares desires to require the redemption, as aforesaid, of all or any part of the Class C-1 shares held by him, such registered holder shall mail by prepaid mail addressed to the corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class C-1 shares to be so redeemed. On the date 14 days next following the receipt of such notice by the corporation (herein called the "Redemption Date"), the corporation shall pay or cause to be paid to the order of the registered holder of such Class C-1 shares the redemption price on presentation and surrender at the registered office of the corporation of the certificates representing the Class C-1 shares specified in the notice.

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If a part only of the Class C-1 shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of the Class C-1 shares to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected.

13. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS C-1 SHARES

In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class C-1 share shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of Class C-2 shares, Voting Common shares and Non-Voting Common shares but after satisfaction of the amounts payable to the holders of the Class A shares and Class B shares, a redemption price equal to the sum of \$1.00 per Class C-1 share together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class C-1 shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class C-1 share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.

14. REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS C-2 SHARES

The corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class C-2 shares upon payment of a redemption price equal to the sum of \$1.00 for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (herein called the "Redemption Date") and place or places of redemption. Upon the Redemption Date the corporation shall pay or cause to be paid to the order of the registered holder of each Class C-2 share to be redeemed the redemption price therefor on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class C-2 shares. If a part only of the Class C-2 shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of each Class C-2 share to be redeemed, as

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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, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. The corporation shall have the right at any time after the Redemption Date as aforesaid to deposit the redemption price of the Class C-2 shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class C-2 shares upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit(s) being made the Class C-2 shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the redemption price so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the corporation, provided that with any such deposit the corporation shall forthwith mail to the holder of each such Class C-2 share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained.

Where a part only of the Class C-2 shares is to be redeemed, the shares to be redeemed shall be selected either:

- (a) as nearly as may be in proportion to the number of Class C-2 shares registered in the name of each shareholder; or
- (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class C-2 shares at the time outstanding.

15. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS C-2 SHARES

Any registered holder of Class C-2 shares, may, at his option, upon giving notice as hereinafter provided, require the corporation at any time or times to redeem all or any part of the Class C-2 shares held by him, and the corporation shall pay to such holder for each such share which the holder requires to be redeemed, a redemption price equal to the sum of \$1.00, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class C-2 shares desires to require the

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redemption, as aforesaid, of all or any part of the Class C-2 shares held by him, such registered holder shall mail by prepaid mail addressed to the corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class C-2 shares to be so redeemed. On the date 14 days next following the receipt of such notice by the corporation (herein called the "Redemption Date"), the corporation shall pay or cause to be paid to the order of the registered holder of such Class C-2 shares the redemption price on presentation and surrender at the registered office of the corporation of the certificates representing the Class C-2 shares specified in the notice. If a part only of the Class C-2 shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the corporation. From and after the Redemption Date, the holder of the Class C-2 shares to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected.

16. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS C-2 SHARES

In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class C-2 share shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of Voting Common shares and Non-Voting Common shares but after satisfaction of the amounts payable to the holders of the Class A shares, Class B shares and Class C-1 shares, a redemption price equal to the sum of \$1.00 per Class C-2 share together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class C-2 shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class C-2 share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata.

17. DIVIDEND - CLASS C-1, CLASS C-2, VOTING COMMON AND
NON-VOTING COMMON SHARES

Subject to the restrictions on the payment of a dividend set out elsewhere in these Articles, after the full amount of the variable preferential dividend payable for any financial year on the Class A shares and Class B shares have been paid, any and all further dividends declared for that

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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:*

financial year by the directors of the corporation shall be declared and paid at the discretion of the directors, on the Class C-1 shares, Class C-2 shares, Voting Common shares and Non-Voting Common shares at the time outstanding, provided that the directors may declare a dividend on any one of such classes of shares (Class C-1, Class C-2, Voting Common or Non-Voting Common) without declaring dividends on the other of such classes of shares.

18. PARTICIPATION IN ASSETS ON DISSOLUTION - VOTING COMMON
SHARES AND NON-VOTING COMMON SHARES

In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, all of the property and assets of the corporation remaining after payment to the holders of the Class A shares, Class B shares, Class C-1 shares and Class C-2 shares shall be distributed in equal amounts per share on all of the Voting Common shares and the Non-Voting Common shares at the time outstanding, without preference or distinction.

19. PURCHASE FOR CANCELLATION

The corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Class A shares, Class B shares, Class C-1 shares, Class C-2 shares, Voting Common shares or the Non-Voting Common shares, as the case may be, at the lowest price at which, in the opinion of the directors of the corporation, such shares are obtainable. Except where the corporation is purchasing or otherwise acquiring shares issued by it to settle or compromise a debt or claim asserted by or against the corporation, to eliminate fractional shares or to fulfil the terms of a non-assignable agreement under which the corporation has an option or is obliged to purchase shares owned by a current or former director, officer or employee of the corporation, to satisfy the claim of a shareholder who dissents under Section 185 of the Business Corporations Act (Ontario) (as the said section may be amended or re-enacted from time to time) or to comply with an order under Section 248 of the said Act (as the said section may be amended to re-enacted from time to time), the shares shall be purchased either:

- (a) with the consent of all the holders of Class A shares, Class B shares, Class C-1 shares, Class C-2 shares, Voting Common shares or Non-Voting Common shares outstanding, as the case may be; or
- (b) pursuant to tenders received by the corporation upon request for

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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:*

tenders addressed to all the holders of the Class A shares, Class B shares, Class C-1 shares, Class C-2 shares, Voting Common shares or Non-Voting Common shares at the time outstanding, as the case may be, and the corporation shall accept only the lowest tenders.

Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the corporation as to part only of the shares offered, the corporation shall accept part of the shares offered in each tender in proportion as nearly as may be to the total number of shares offered in each tender.

20. VOTING

Except as otherwise provided by law, the holders of the Class B shares, Class C-1 shares, Class C-2 shares and Non-Voting Common shares shall not be entitled to vote at any meetings of the shareholders of the corporation. Holders of Class A shares and Voting Common shares shall be entitled to 1 vote for each Class A share and Voting Common share held by them, respectively. Notwithstanding the foregoing, holders of Class B shares shall be entitled to 1 vote for each Class B share held by them, on any matter involving a change to the rights, conditions, or limitations attaching to the Class B shares.

21. DISSENT

Holders of shares of a class (whether Class A shares, Class B shares, Class C-1 shares, Class C-2 shares, Voting Common shares or Non-Voting Common shares) are not entitled to vote separately as a class or dissent upon a proposal to amend the articles of the corporation to:

- (a) increase or decrease any maximum number of authorized shares of such class or increase any maximum number of authorized shares of any class or series having rights or privileges equal or superior to the shares of such class;
- (b) effect an exchange, reclassification or cancellation of the shares of such class; or
- (c) create a new class or series of shares equal or superior to shares of such class.

22. PARTICIPATION IN PROFITS

Except as herein expressly provided, the Class A shares, Class B shares,

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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:*

Class C-1 shares and Class C-2 shares shall not confer any right upon the holder thereof to participate in profits or assets of the corporation.

23. NOTICE

Where notice is required by the provisions hereof to be sent, the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

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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 shares shall be transferred without the consent of the board of directors by resolution, or in writing.

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

(A) Each holder of a fractional share issued by the corporation is entitled to exercise voting rights and to receive a dividend in respect of each such fractional share to the extent of such fraction.

(B) The corporation has a lien on each share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the corporation.

(C) Without in any way limiting the powers of the corporation, or of the directors, as set forth in the Business Corporations Act (Ontario) as amended or re-enacted from time to time, the directors of the corporation may, without authorization of the shareholders,

- (i) borrow money upon the credit of the corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the corporation;
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

(D) Articles of dissolution may be filed when authorized by at least a majority of the votes of all shareholders entitled to vote at a meeting of shareholders duly called to authorize the dissolution.

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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*

* NAWFAL AL-HASHIMI
3251 MCCURDY COURT

BURLINGTON ONTARIO
CANADA L7M 0C1

* SINAN JAWAD
2247 BRIARGROVE CIRCLE

OAKVILLE ONTARIO
CANADA L6M 5A5