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Demande n°:
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Category ID: CT
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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

2523226 ONTARIO INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002523226

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

JUNE 15 JUIN, 2016



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 SOCIÉTÉ PAR ACTIONS

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is:

Dénomination sociale de la compagnie:

2523226 ONTARIO INC.

2. The address of the registered office is:

Adresse du siège social:

4646 ASHLAR CRESCENT

(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)

ONTARIO L7M 0E9

(Postal Code/ Code postal)

3. Number (or minimum and maximum number) of directors is:

Nombre (ou nombres minimal et maximal) d'administrateurs:

MINIMUM 1

MAXIMUM 10

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

* RAHUL SHUKLA

Yes

4646 ASHLAR CRESCENT

BURLINGTON ONTARIO CANADA L7M 0E9

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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.

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:

Unlimited Class "A" Common Shares
Unlimited Class "B" Common Shares
Unlimited Class "A" Special Shares
Unlimited Class "B" Special 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 "A" COMMON SHARES

The holders of the Common shares shall be entitled:

(a) VOTING RIGHTS

The holders of the Class "A" Common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class "A" Common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

(b) DIVIDENDS

Subject to the prior rights of (or, to any preference as to dividends provided to) the holders of any other shares ranking senior to the Class "A" Common shares with respect to priority in the payment of dividends, the holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Class "A" Common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

(c) DISSOLUTION

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of any other shares ranking senior to the Class "A" Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

CLASS "B" COMMON SHARES

The holders of the Class "B" Common shares shall be entitled:

(a) VOTING RIGHTS

Except as required under the Business Corporations Act, 1982 the holders of the Class "B" Common Shares shall not have any voting rights for any purpose;

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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:*

holders of Class "B" Common 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, lease or exchange of its undertaking or a substantial part thereof, except a sale, lease or exchange in the ordinary course of business of the Corporation.

(b) DIVIDENDS

Subject to the prior rights of (or, to any preference as to dividends provided to) the holders of any other shares ranking senior to the Class "B" Common with respect to priority in the payment of dividends, the holders of Class "B" Common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

(c) DISSOLUTION

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of any other shares ranking senior to the Class "B" Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

CLASS "A" SPECIAL SHARES

(a) Voting Rights

The holders of the Class "A" Special shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class "A" Special shares held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

(b) Non-cumulative Dividends

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The holders of the Class "A" Special Shares shall, equally with the holders of the Class "B" Special Shares and in priority to the holders of the Common Shares, be entitled to receive and the Corporation shall pay thereon if, as and when declared by the Board of Directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends in any financial year, fixed preferential non-cumulative cash dividends at the rate of one-half (1/2) of one percent (1%) per month of the Redemption Amount (as hereinafter defined). If within two (2) weeks after the expiration of any month, the Board of Directors in its discretion shall not declare the said dividend on the Class "A" Special Shares for such month, then the rights of the holders of the Class "A" Special Shares to such dividend or to any undeclared part thereof for such month shall be forever extinguished. The holders of the Class "A" Special Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

(c) Redemption

The Corporation shall have the right, at its option, at any time, on giving one week's notice by registered letter directed to the respective shareholders whose shares are chosen for redemption at their respective addresses appearing on the books of the Corporation, to redeem all or any portion of the Class "A" Special Shares. The Redemption Amount for each Class "A" Special Share so redeemed (herein called the "Redemption Amount") shall be equal to the aggregate fair market value of the property transferred to the Corporation as consideration for the issue of Class "A" Special Shares less the aggregate fair market value of the non-share consideration, if any, given by the Corporation to such shareholder at the time of such transfer and the amount of the liabilities of the Corporation, if any, assumed by such shareholder at the time of such transfer divided by the number of Class "A" Special Shares issued as consideration for such property transferred (the fair market value of the property transferred and of the non-share consideration to be determined as at the date of transfer in accordance with generally accepted valuation and accounting principles), together with any declared and unpaid dividends thereon. Within a period of one week from the date of the mailing of the said notice, the holders of the Class "A" Special Shares shall deposit for cancellation the certificates for the said shares, duly endorsed, in default of which the Corporation may pay the Redemption Amount into a chartered bank in the Province of Ontario to the credit of the said holders and the said Class "A" Special Shares shall thereupon be redeemed; provided that a holder of the Class "A" Special Shares of the Corporation may waive notice of such redemption and such waiver may be given either before or after the redemption of the Class "A" Special 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:*

(d) Retractable

A holder of Class "A" Special Shares shall be entitled, at any time, on giving one week's notice by registered letter directed to the Corporation, to require the Corporation to redeem at any time or times all or any of the Class "A" Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or share certificates representing the Class "A" Special shares which the registered holder desires to have the Corporation redeem by paying to such registered holder an amount equal to the aggregate Redemption Amounts of the Class "A" Special Shares being redeemed together with any declared and unpaid dividends thereon. Within a period of one week from the date of the mailing of the said notice, the holders of the Class "A" Special Shares shall deposit for cancellation the certificates for the said shares, duly endorsed, in default of which the Corporation may pay the Redemption Amount into a chartered bank in the Province of Ontario to the credit of the said holders and the said Class "A" Special Shares shall thereupon be redeemed; provided that the Corporation may waive notice of such redemption and such waiver may be given either before or after the redemption of the Class "A" Special Shares.

(e) Participation in Assets on Dissolution

In the event of the liquidation, dissolution or winding up the Corporation, whether voluntary or involuntary, the holders of Class "A" Special Shares shall be entitled to be paid, equally with the holders of the Class "B" Special Shares and in priority to any distribution to the holders of the Common Shares, a fixed amount which is equal to the Redemption Amount per share, together with any declared and unpaid dividends thereon, provided that the holders of Class "A" Special Shares shall not be entitled to participate further in the assets of the Corporation.

(f) 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" Special Shares at the lowest price at which, in the opinion of the Directors, such Class "A" Special Shares are obtainable, but not exceeding an amount per share equal to the Redemption Amount, together with any declared and unpaid dividends thereon.

(g) Repayment of Capital

The Class "A" Special Shares shall rank, in respect of repayment of capital, equally with the Class "B" Special Shares and in priority to the Common Shares in the capital of the Corporation.

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CLASS "B" SPECIAL SHARES

(a) NON-VOTING

Subject to the Act, the holders of the Class "B" Special Shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meetings.

(b) Non-cumulative Dividends

The holders of the Class "B" Special Shares shall, equally with the holders of the Class "A" Special Shares and in priority to the holders of the Common Shares, be entitled to receive and the Corporation shall pay thereon if, as and when declared by the Board of Directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends in any financial year, fixed preferential non-cumulative cash dividends at the rate of one-half (1/2) of one percent (1%) per month of the Redemption Amount (as hereinafter defined). If within two (2) weeks after the expiration of any month, the Board of Directors in its discretion shall not declare the said dividend on the Class "B" Special Shares for such month, then the rights of the holders of the Class "B" Special Shares to such dividend or to any undeclared part thereof for such month shall be forever extinguished. The holders of the Class "B" Special Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

(c) Redemption

The Corporation shall have the right, at its option, at any time, on giving one week's notice by registered letter directed to the respective shareholders whose shares are chosen for redemption at their respective addresses appearing on the books of the Corporation, to redeem all or any portion of the Class "B" Special Shares. The Redemption Amount for each Class "B" Special Share so redeemed (herein called the "Redemption Amount") shall be equal to the aggregate fair market value of the property transferred to the Corporation as consideration for the issue of Class "B" Special Shares less the aggregate fair market value of the non-share consideration, if any, given by the Corporation to such shareholder at the time of such transfer and the amount of the liabilities of the Corporation, if any, assumed by such shareholder at the time of such transfer divided by the number of Class "B" Special Shares issued as consideration for such property transferred (the fair market value of the property transferred and of the non-share consideration to be determined as at

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the date of transfer in accordance with generally accepted valuation and accounting principles), together with any declared and unpaid dividends thereon. Within a period of one week from the date of the mailing of the said notice, the holders of the Class "B" Special Shares shall deposit, for cancellation, the certificates for the said shares, duly endorsed, in default of which the Corporation may pay the Redemption Amount into a chartered bank in the Province of Ontario to the credit of the said holders and the said Class "B" Special Shares shall thereupon be redeemed; provided that a holder of the Class "B" Special Shares of the Corporation may waive notice of such redemption and such waiver may be given either before or after the redemption of the said Class "B" Special Shares.

(d) Retractable

A holder of Class "B" Special Shares shall be entitled, at any time, on giving one week's notice by registered letter directed to the Corporation, to require the Corporation to redeem at any time or times all or any of the Class "B" Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or share certificates representing the Class "B" Special shares which the registered holder desires to have the Corporation redeem by paying to such registered holder an amount equal to the aggregate Redemption Amounts of the Class "B" Special Shares being redeemed together with any declared and unpaid dividends thereon. Within a period of one week from the date of the mailing of the said notice, the holders of the Class "B" Special Shares shall deposit for cancellation the certificates for the said shares, duly endorsed, in default of which the Corporation may pay the Redemption Amount into a chartered bank in the Province of Ontario to the credit of the said holders and the said Class "B" Special Shares shall thereupon be redeemed; provided that the Corporation may waive notice of such redemption and such waiver may be given either before or after the redemption of the Class "B" Special Shares.

(e) Participation in Assets on Dissolution

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class "B" Special Shares shall be entitled to be paid, equally with the holders of the Class "A" Special Shares and in priority to any distribution to the holders of the Common Shares, a fixed amount which is equal to the Redemption Amount per share, together with any declared and unpaid dividends thereon, provided that the holders of Class "B" Special Shares shall not be entitled to participate further in the assets of the Corporation.

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(f) 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 "B" Special Shares at the lowest price at which, in the opinion of the Directors, such Class "B" Special Shares are obtainable, but not exceeding an amount per share equal to the Redemption Amount, together with any declared and unpaid dividends thereon.

(g) Repayment of Capital

The Class "B" Special Shares shall rank, in respect of repayment of capital, equally with the Class "A" Special Shares and in priority to the Common Shares in the capital of the Corporation.

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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:

None

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

None

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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*

* RAHUL SHUKLA

4646 ASHLAR CRESCENT

BURLINGTON ONTARIO
CANADA L7M 0E9

Name of Corporation 2523226 ONTARIO INC.	Ontario Corporation Number 002523226
	Request ID 019071912

ELECTRONIC INCORPORATION
TERMS AND CONDITIONS

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario Business Corporations Act (OBCA) with the Ministry of Government Services. Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.
- 2) All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
- 3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
- 4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
- 5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
- 6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
- 7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name	Last Name
Rahul	Shukla