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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

**2767640 ONTARIO LIMITED**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002767640**

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

**JULY 23 JUILLET, 2020**



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

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Name of Corporation  
2767640 ONTARIO LIMITED

Ontario Corporation Number  
002767640

Request ID  
024795824

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name	Last Name
Priscilla	Hill
Name of Law Firm	

ADDRESS

Street #	Street Name	Suite #	Postal Code
5650	Yonge Street	1200	M2M 4H5
Additional Information		City	
		Toronto	
Province	Country		
ONTARIO	CANADA		

TELEPHONE #: 416 7307063

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FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS1. The name of the corporation is: *Dénomination sociale de la compagnie:*

2767640 ONTARIO LIMITED

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

5650

YONGE STREET

Suite 1200

*(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)*

TORONTO

CANADA

*(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)*

ONTARIO

M2M 4H5

*(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:

*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*\* PRISCILLA  
HILL

Yes

5650 YONGE STREET Suite 1200

TORONTO ONTARIO  
CANADA M2M 4H5

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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:*

An unlimited number of common 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:*

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

1. Payment of Dividends: The holders of the common shares shall be entitled to receive, as and when properly declared by the board of directors of the Corporation, dividends on the common shares at any time outstanding which the directors may determine to declare and pay in any fiscal year of the Corporation. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

2. Participation upon Liquidation: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, the remaining property and assets of the Corporation. Such distribution will be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

3. Voting Rights: At all meetings of the shareholders, the holders of the common shares of the Corporation shall be entitled to one (1) vote for each common share held by them.

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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 issued by the Corporation shall be transferred without the approval of:

(a) the directors of the Corporation, expressed by a resolution of the board of directors;

or

(b) the shareholders of the Corporation expressed by a resolution of the shareholders.

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

It shall be a condition of these Articles that:

1. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

3. No securities, other than non-convertible debt securities, shall be transferred without

(a) the approval of:

(i) the directors of the Corporation, expressed by a resolution of the directors; or

(ii) the shareholders of the Corporation, expressed by a resolution of the shareholders;

or alternatively

(b) compliance with the restrictions contained in any security holders' agreement if the transfer of such securities is restricted by a security holders' agreement.

4. Each holder of fractional shares 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.

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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*

\* PRISCILLA HILL

5650 YONGE STREET Suite 1200

TORONTO ONTARIO  
CANADA M2M 4H5

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2767640 ONTARIO LIMITED

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## 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  
Priscilla

Last Name  
Hill