

Request ID: 011742636
Demande n°:
Transaction ID: 039929610
Transaction n°:
Category ID: CT
Catégorie:

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

Date Report Produced: 2009/11/20
Document produit le:
Time Report Produced: 15:39:50
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

N O R T H E R N I R O N C O R P .

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

0 0 2 2 2 4 7 1 6

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

N O V E M B E R 2 0 N O V E M B R E , 2 0 0 9

Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

11742636

2224716

FORM 1

FORMULE NUMÉRO 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:*
NORTHERN IRON CORP.
2. The address of the registered office is: *Adresse du siège social:*
C/O MICHAEL LIST
40 UNIVERSITY AVENUE Suite 720
(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 ONTARIO
CANADA M5J 1T1
(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 3 Maximum 10
4. The first director(s) is/are: *Premier(s) administrateur(s):*
First name, initials and surname *Resident Canadian State Yes or No*
Prénom, initiales et nom de famille Résident Canadien Oui/Non
Address for service, giving Street & No. *Domicile élu, y compris la rue et le*
or R.R. No., Municipality and Postal Code *numéro, le numéro de la R.R., ou le nom*
de la municipalité et le code postal
- * MICHAEL T.R. YES
LIST
40 UNIVERSITY AVENUE Suite 720
TORONTO ONTARIO
CANADA M5J 1T1

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

11742636

2224716

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

* RICK
BROWN

YES

40 UNIVERSITY AVENUE Suite 720

TORONTO ONTARIO
CANADA M5J 1T1

* BRIAN
THURSTON

YES

40 UNIVERSITY AVENUE Suite 720

TORONTO ONTARIO
CANADA M5J 1T1

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

11742636

2224716

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 shall be authorized to issue an unlimited number of each of the following classes of shares: Preferred Shares and Common Shares.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

11742636

2224716

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:*

7(1). The Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting: Subject to any requirements under the Business Corporations Act (Ontario)(the "Act"), the holders of the Preferred Shares shall not be entitled to receive notice of and to attend any meetings of the shareholders of the Corporation, nor shall they be entitled to vote (whether separately as a class, or together with any other outstanding shares as one combined class) at any such meeting.

(b) Issuance in Series: The Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares.

(c) Dividends and Other Distributions: The Preferred Shares of each series shall be entitled to the payment of dividends from the Corporation at such rate, and subject to such terms and conditions, as determined by the board of directors of the Corporation prior to issuance. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series as well as with the Common Shares.

(d) Other Rights: The Preferred Shares of any series shall also be entitled to such other rights, privileges, restrictions, conditions, including preferences over the Common Shares, as are designated by the board of directors of the Corporation prior to issuance, to the extent not inconsistent with these provisions and the requirements of the Act.

7(2). The Common Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting: The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

(b) Dividends: Subject to the rights of the holders of the Preferred Shares, the holders of the Common Shares shall be entitled to receive and participate rateably in any dividends declared by the board of directors of the Corporation.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

11742636

2224716

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:*

(c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the Preferred Shares, in the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares shall participate rateably with the Preferred Shares in the distribution of the assets of the Corporation.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

11742636

2224716

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

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

11742636

2224716

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

None

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

11742636

2224716

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*

* MICHAEL T.R. LIST

40 UNIVERSITY AVENUE Suite 720

TORONTO ONTARIO
CANADA M5J 1T1