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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

GIDEON CAPITAL CORP.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002288730

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, 2011

Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

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2288730

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

36 LOMBARD STREET Suite 700

*(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 M5C 2X3
(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 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
- * MARTIN J. YES
DOANE
33 WILLOW AVENUE

TORONTO ONTARIO
CANADA M4E 3K1

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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*

* RICHARD A.

YES

MELOFF

132 TYRREL AVENUE

TORONTO ONTARIO

CANADA M6G 2G5

* BILL

YES

CALSBECK

8098 HEATHER STREET

VANCOUVER BRITISH COLUMBIA

CANADA V6C 3S1

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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 without nominal or par value.

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

(a) The holders of the Common Shares shall, in each fiscal year of the Corporation in the discretion of the directors of the Corporation, be entitled, out of the moneys of the Corporation properly applicable to the payment of dividends, to dividends at such rate as may be declared by the directors of the Corporation from time to time.

(b) 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 the remaining property of the Corporation.

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

(d) Subject to the provisions of the Business Corporations Act (Ontario), and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Common Shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Common Shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds of the votes cast, or consented to in writing by each holder of Common Shares of the Corporation entitled to vote at such a meeting or his attorney authorized in writing.

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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:

Shares from the share capital of the Corporation shall not be transferred unless the restrictions on the transfer of securities of the Corporation contained in Section 9 of these Articles are complied with.

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

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred unless: (a) (i) the consent of the directors of the Corporation is obtained, to be evidenced by a resolution passed by the directors, or (ii) the consent of shareholders holding more than 50% of the shares entitled to vote at such time is obtained, to be evidenced by a resolution passed by all of the shareholders, or by an instrument or instruments in writing signed by shareholders holding more than 50% of the shares entitled to vote at such time; or (b) in the case of securities, other than shares from the share capital of the Corporation, which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

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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*

* MARTIN J. DOANE
33 WILLOW AVENUE

TORONTO ONTARIO
CANADA M4E 3K1

* RICHARD A. MELOFF
132 TYRREL AVENUE

TORONTO ONTARIO
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* BILL CALSBECK
8098 HEATHER STREET

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