



## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

9508309 CANADA INC.

Corporate name / Dénomination sociale

950830-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Virginie Ethier

Director / Directeur

2015-11-12

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



- 1 Corporate name / Dénomination sociale: 9508309 CANADA INC.
2 The province or territory in Canada where the registered office is situated / La province ou le territoire au Canada où est situé le siège social: ON
3 The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et le nombre maximal d'actions que la société est autorisée à émettre: See attached schedule / Voir l'annexe ci-jointe
4 Restrictions on share transfers / Restrictions sur le transfert des actions: None
5 Minimum and maximum number of directors / Nombre minimal et maximal d'administrateurs: Min. 1 Max. 10
6 Restrictions on the business the corporation may carry on / Limites imposées à l'activité commerciale de la société: None
7 Other Provisions / Autres dispositions: None
8 Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form. / Déclaration des fondateurs: J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Name(s) - Nom(s)

Original Signed by - Original signé par

Stephen Case

Stephen Case
Stephen Case

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

**Schedule / Annexe**  
**Description of Classes of Shares / Description des catégories d'action**

1. The Corporation is authorized to issue an unlimited number of non-voting shares, designated as special shares ("Special Shares") and an unlimited number of shares, designated as common shares ("Common Shares").

2. The rights, privileges, restrictions and conditions attaching to the Special Shares and Common Shares are as follows:

**SPECIAL SHARES**

**(A) Directors' Right to Issue in One or More Series**

The Directors of the Corporation may at any time and from time to time issue the Special Shares in one or more series, having dividends at such rate or rates, in such amount or amounts or determined in such manner, with such dates of payment, being payable in such one or more currencies at such rate or rates of exchange, being redeemable at such time or times with or without payment of a premium, having such sinking or other retirement fund or funds or without any sinking or other retirement fund, being subject to such purchase provisions by the Corporation, being redeemable at such price or prices and on such terms and conditions, having such designations, without voting rights, and having such other rights, restrictions, conditions, limitations attaching thereto, convertible into Common Shares, on such terms and conditions as shall be determined by resolution of the Directors passed at or prior to the issue thereof, provided, however, that when any fixed cumulative dividends or amounts payable on a return of capital are not paid in full, the shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums which would be payable on the said shares if all such dividends were declared and paid in full, and on any return of capital in accordance with the sums which would be payable on such return of capital and all sums so payable were paid in full, the whole subject to the following provisions on the issue of a certificate of amendment setting forth such designation, rights, restrictions, conditions and limitations attaching to the shares of each series;

**(B) Dividend and Distribution**

The Special Shares shall rank on a parity with the Common Shares with respect to priority in payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its Shareholders for the purpose of winding-up its affairs. The board of directors may in their discretion declare a dividend on the Special Shares without declaring a dividend on the Common Shares and vice versa;

**(C) Parity of Each Series as to Dividends and Distribution**

The Special Shares of each series shall rank on a parity with the Special Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its Shareholders for the purpose of winding-up its affairs;

(D) Voting

The holders of the Special Shares shall not be entitled as such (except as required under the provisions of the Canada Business Corporations Act, and as hereinafter specifically provided) to receive notice of, or to attend any meetings of shareholders of the Corporation, and shall not be entitled to vote at any such meeting. The holders of the Special Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

COMMON SHARES

(A) Voting

The holders of 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) Dividend and Distribution

The Common Shares shall rank on a parity with the Special Shares with respect to priority in payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its Shareholders for the purpose of winding-up its affairs. The board of directors may in their discretion declare a dividend on the Common Shares without declaring a dividend on the Special Shares and vice versa.



**Initial Registered Office Address  
and First Board of Directors**

**Siège social initial et premier  
conseil d'administration**

*Canada Business Corporations Act  
(CBCA) (s. 19 and 106)*

*Loi canadienne sur les sociétés par  
actions (LCSA) (art. 19 et 106)*

1 Corporate name  
Dénomination sociale  
  
9508309 CANADA INC.

2 Address of registered office  
Adresse du siège social  
  
1 St. Clair Avenue West  
Suite 501  
Toronto ON M4V 1K6

3 Additional address  
Autre adresse

4	Members of the board of directors Membres du conseil d'administration			
	Stephen Case	1 St. Clair Avenue West, Suite 501, Toronto ON M4V 1K6, Canada	Resident Canadian Résident Canadien	Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.  
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par  
Stephen Case

Stephen Case  
416-972-9222

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