

Request ID: 016771618
Demande n°:
Transaction ID: 055181923
Transaction n°:
Category ID: CT
Catégorie:

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

Date Report Produced: 2014/08/25
Document produit le:
Time Report Produced: 07:58:07
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

SPACEFY INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002431288

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

AUGUST 25 AOÛT, 2014



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 SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
SPACEFY INC.

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

c/o JUDEH SIWADY
463 KING STREET WEST Suite 300

(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 M5V 1K4
(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

* MICHAEL J BRADLEY YES

30 WYCHWOOD AVE.

TORONTO ONTARIO
CANADA M6G 2X7

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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.

There are no restrictions on the business the Corporation may carry on or on powers the Corporation may exercise.

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 is authorized to issue an unlimited number of common shares and an unlimited number of preference shares, issuable in series.

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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:*

1. Common Shares

The holders of the common shares shall be entitled to:

- a. vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
- b. receive, subject to the rights of the holders of another class of shares, any dividends declared by the Corporation; and
- c. receive, subject to the rights of the holders of another class of shares, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

2. Preference Shares Issuable in Series

- a. One or more series. The preference shares may at any time and from time to time be issued in one or more series.
- b. Terms of each series. Subject to the Canada Business Corporations Act (as from time to time amended, varied or replaced), the directors may fix, before the issue thereof, the number of preference shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the preference shares of each series, including, without limitation, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms or conditions of redemption or purchase, any conversion right, any retraction rights and any rights on the liquidation, dissolution or winding up of the Corporation, any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the preference shares of the series.
- c. Ranking of preference shares. The preference shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, rank on a parity with the preference shares of every other series and be entitled to preference over the common shares. If any amount of cumulative dividends (whether or not declared) or any amount payable on any such distribution of assets constituting a return of capital in respect of the preference shares of any series is not paid in full, the preference shares of such series shall participate rateably with the preference shares of every other series in respect of all such dividends and amounts.

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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. Voting. The preference shares as a class shall be non-voting and shall not be entitled to vote as a class or series on a proposal to amend the articles in the case of an amendment to:

i. increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class;

ii. effect an exchange, reclassification or cancellation of all or part of the shares of such class; or

iii. create a new class of shares equal or superior to the shares of such class.

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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:

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

- a. the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; or
- c. the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders of the Corporation who voted in respect of the resolution or signed by all of the shareholders entitled to vote on that resolution.

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9. Other provisions, (if any, are):

Autres dispositions, s'il y a lieu:

a. The board of directors may, from time to time, in such amounts and on such terms as it deems expedient:

i. borrow money on the credit of the Corporation;

ii. issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;

iii. to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or further indebtedness, liability or obligation of any person; and

iv. mortgage, hypothecate, pledge or otherwise create a security interest in all of any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

b. The Corporation has a lien on shares registered in the name of a shareholder for a debt to the Corporation.

c. 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 continued to be, after the termination of that employment, shareholders of the Corporation, is limited to 50; 2 or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

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

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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, initiales 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 J BRADLEY

30 WYCHWOOD AVE.

TORONTO ONTARIO
CANADA M6G 2X7

* BRADLEY S ROSENBERG

56 HENDRICK AVE.

TORONTO ONTARIO
CANADA M6G 3S5

* JUDEH SIWADY

25 THE ESPLANADE Suite 1818

TORONTO ONTARIO
CANADA M5E 1W5

* MOYA SEMAAN

361 FRONT ST WEST Suite 3007

TORONTO ONTARIO
CANADA M5V 3R5

* ALYAS A ALI

10 NAVY WHARF COURT Suite 3311

TORONTO ONTARIO
CANADA M5V 3V2

Name of Corporation SPACEFY INC.	Ontario Corporation Number 2431288
	Request ID 16771618

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name	Last Name
MICHAEL	BRADLEY
Name of Law Firm	
Stikeman Keeley Spiegel Pasternack LLP	

ADDRESS

Street #	Street Name	Suite #	
463	KING STREET WEST	300	
Additional Information		City	
		Toronto	
Province	Country	Postal Code	
ONTARIO	CANADA	M5V 1K4	

TELEPHONE #: 416-627-2309

NUANS SEARCH DETAILS

Corporate Name Searched on NUANS (1)	NUANS Reservation Reference #
SPACEFY INC.	113164252
	Date of NUANS Report
	2014/08/23

Name of Corporation SPACEFY INC.	Ontario Corporation Number 2431288
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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
MICHAEL

Last Name
BRADLEY