



6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2020/06/16

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(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

2695174 ONTARIO INC.

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(Print name of corporation from Article 1 on page 1)  
(Veuillez écrire le nom de la société de l'article un à la page une).

By/  
Par : (s) "Jaime Hackett"

Director

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(Signature)  
(Signature)

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(Description of Office)  
(Fonction)

Request ID: 023057004  
Demande n°:  
Transaction ID: 071709303  
Transaction n°:  
Category ID: CT  
Catégorie:

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

Date Report Produced: 2019/05/08  
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Imprimé à:

# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**2 6 9 5 1 7 4 O N T A R I O I N C .**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**0 0 2 6 9 5 1 7 4**

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

**M A Y 0 8 M A I , 2 0 1 9**



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

Request ID / Demande n°

23057004

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2695174

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:*  
2695174 ONTARIO INC.

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

32 CAMDEN STREET, UNIT 306

(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  
M5V 1V1  
(Postal Code/Code postal)

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  
*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*

\* JAIME HACKETT YES

32 CAMDEN STREET, UNIT 306

TORONTO ONTARIO  
CANADA M5V 1V1

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2695174

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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 common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to exercise one vote in respect of each share held at all such meetings.

(b) Participation upon Liquidation, Dissolution or Winding-up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall be entitled to participate in any distribution of the assets or property of the Corporation.

(c) Payment of Dividends: The holders of the common shares shall be entitled to receive dividends, if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine.

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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 share shall be transferred without either:

(a) the consent of the directors expressed by resolution or by an instrument or instruments signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or

(b) the consent of the holders of more than 50% of the outstanding voting shares of the Corporation expressed by resolution or by an instrument or instruments signed by such holder, which consent may be given either prior or subsequent to the time of transfer of such shares.

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

*Autres dispositions, s'il y a lieu:*

It shall be a condition of the articles:

(a) that the board of directors may from time to time in such amounts and on such terms as it deems expedient charge, mortgage, hypothecate, pledge or grant a security interest in all or any of the currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation. The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above, to such extent and in such manner as the board shall determine at the time of each such delegation; and

(b) that the Corporation shall be entitled to a lien on a share registered in the name of a shareholder or the shareholder's legal representative for a debt of that shareholder to the Corporation.



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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*

\* JAIME HACKETT

32 CAMDEN STREET, UNIT 306

TORONTO ONTARIO  
CANADA M5V 1V1

Name of Corporation  
2695174 ONTARIO INC.

Ontario Corporation Number  
2695174

Request ID  
23057004

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name                      Last Name  
LEN                                      MACDONALD

Name of Law Firm  
DLA Piper (Canada) LLP

ADDRESS

Street #                      Street Name                      Suite #  
100                      KING STREET WEST                      6000  
Additional Information                      City  
Toronto

Province                      Country                      Postal Code  
ONTARIO                      CANADA                      M5X 1E2

TELEPHONE #:                      416-941-5394

Name of Corporation  
2695174 ONTARIO INC.

Ontario Corporation Number  
2695174

Request ID  
23057004

## 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  
JAIME

Last Name  
HACKETT

**2695174 Ontario Inc.**

(the “Corporation”)

**BY-LAW NUMBER 1**

A by-law relating generally to the conduct of  
the business and affairs of

**2695174 Ontario Inc.**

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## SECTION ONE

### INTERPRETATION

1.1 **Definitions.** In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Business Corporations Act* (Ontario) and any statute that may be substituted in its place, as from time to time amended; and

“by-laws” means all by-laws of the Corporation from time to time in effect.

Words and expressions defined in the Act have the same meanings when used herein; the singular includes the plural and vice versa; and words importing gender include masculine, feminine and neuter genders.

## SECTION TWO

### BUSINESS OF THE CORPORATION

2.1 **Corporate Seal.** The seal of the Corporation shall be such as the directors may adopt.

2.2 **Financial Year.** The financial year of the Corporation shall terminate on such day in each year as the directors may determine.

2.3 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments, including instruments creating a security interest, shall be signed on behalf of the Corporation by **any director or officer** and when so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding the foregoing, the directors may from time to time designate any officer or officers or any person or persons either to sign instruments generally or to sign specific instruments. Any signing officer may affix the corporate seal to any instrument requiring the same.

## SECTION THREE

### DIRECTORS

3.1 **Election.** The election of directors at a meeting of the shareholders shall be by a show of hands unless a poll is demanded in which event the election shall be by ballot.

3.2 **Place of Meeting.** Meetings of the directors may be held at any place within or outside of Ontario and in any financial year a majority of the meetings of the directors need not be held at a place within Canada.

3.3 **Quorum.** A quorum for the transaction of business at any meeting of the directors shall consist of a majority of the number of directors required to be elected under the Act.

3.4 **Calling of Meetings.** Meetings of the directors shall be held at such time and place as the directors, the Chair, the President (if the President is a director) or any two directors may determine.

3.5 **Notice of Meeting.** Notice of the time and place of each meeting of the directors shall be given to each director not less than 48 hours before the time of the meeting.

3.6 **First Meeting of New Board.** Each newly elected board of directors may without notice hold its first meeting immediately following the meeting of shareholders at which such board was elected if a quorum of directors is present.

3.7 **Chair and Secretary.** The chair of any meeting of the directors shall be the first mentioned of the following who is a director and present: Chair, President, a Vice-President or a director chosen by the directors present. If the Secretary is absent, the chair shall appoint someone, who need not be a director, to act as secretary of the meeting.

3.8 **Votes to Govern.** Each question at a meeting of the directors shall be decided by a majority vote and, upon an equality of votes, the chair shall not have a second or casting vote.

## SECTION FOUR

### OFFICERS

4.1 **Appointment.** The directors may from time to time appoint a Chair, a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the directors may determine. Each officer so appointed shall hold office until removed by the directors or until such officer's successor is appointed.

4.2 **Chair.** The Chair shall have such powers and duties as the directors may specify. During the absence or disability of the Chair, the duties and powers of the Chair shall be performed and exercised by the President.

4.3 **President.** The President shall be the chief executive officer and shall have general supervision of the business of the Corporation.

4.4 **Vice-President.** During the absence or disability of the President, the duties and powers of the President may be performed and exercised by the Vice-President, or if there are more than one, by the Vice-Presidents in order of seniority (as determined by the directors) but no Vice-President shall preside at a meeting of the directors or shareholders unless such Vice-President is qualified to attend the meeting as a director or shareholder. If a Vice-President exercises any such duty or power, the absence or disability of the President shall be presumed.

4.5 **Secretary.** The Secretary shall act as secretary of all meetings of the directors and shareholders, shall give notice of meetings of the directors and shareholders and shall have charge of the minute book, corporate documents and registers.

4.6 **Treasurer.** The Treasurer shall have charge of the accounting records of the Corporation and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds.

4.7 **Variation of Powers and Duties.** The directors may from time to time vary the powers and duties of any officer.

## SECTION FIVE

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

5.1 **Limitation of Liability.** Every director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other director, officer or employee; or
- (b) joining in any receipt or other act for conformity; or
- (c) any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation; or
- (d) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested; or
- (e) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited; or
- (f) any loss occasioned by any error of judgment or oversight on the part of the director or officer, as the case may be; or
- (g) any other loss, damage or misfortune which shall happen in the execution of the duties of the officer or director, as the case may be, or in relation thereto;

**PROVIDED** that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

5.2 **Indemnity.** Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and the heirs and legal representatives of such person, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment,

reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or body corporate, if

- (a) the person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding enforced by a monetary penalty, the person had reasonable grounds for believing that the relevant conduct was lawful.

The Corporation shall also indemnify that person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

5.3 **Insurance.** Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in Section 5.2 hereof as the board may from time to time determine.

## SECTION SIX

### SHARES

6.1 **Issue of Shares.** The directors may issue or grant options or rights to purchase shares at such times and to such persons and for such consideration as the board may determine.

6.2 **Share Certificates.** Share certificates shall be in such form as the directors may approve.

6.3 **Lien on Shares.** The Corporation shall be entitled to a lien on a share registered in the name of a shareholder or such shareholder's legal representative for a debt of that shareholder to the Corporation.

6.4 **Surrender of Certificates.** No transfer shall be registered unless or until the certificate representing the shares to be transferred has been surrendered and cancelled.

## SECTION SEVEN

### MEETINGS OF SHAREHOLDERS

7.1 **Chair and Secretary.** The chair of any meeting of shareholders shall be the first mentioned of the following who is present: Chair, President or a Vice-President who is a director or shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary is absent, the chair shall appoint someone, who need not be a shareholder, to act as secretary of the meeting.



7.2 **Persons Entitled to be Present.** Subject to the articles, the only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation. Any other person may be admitted with the consent of the meeting.

7.3 **Quorum.** A quorum for the transaction of business at any meeting of shareholders shall be one or more persons present in person or represented by proxy holding more than 50% of the outstanding shares of the Corporation entitled to vote at the meeting and a meeting shall not continue with the transaction of any business in the absence of a quorum.

7.4 **Votes to Govern.** At any meeting of shareholders every question shall be determined by the majority of the votes cast on the question unless otherwise required by the Act, articles or by-laws. Upon an equality of votes the chair shall not have a second or casting vote.

7.5 **Show of Hands.** Whenever a vote by show of hands is taken upon a question, unless a ballot is required or demanded, a declaration by the chair as to the result of the vote shall be conclusive evidence thereof.

7.6 **Ballots.** A ballot when required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn.

## SECTION EIGHT

### SHAREHOLDER AGREEMENTS

8.1 **Shareholder Agreements:** This by-law and all other by-laws of the Corporation shall be subject to the terms and conditions of any shareholder agreements made between the shareholders of the Corporation from time to time.

## SECTION NINE

### EFFECTIVE DATE

9.1 **Effective Date:** This by-law shall come into force when made by the board of directors in accordance with the Act.

**MADE** by the board: May 8, 2019

*(s) "Jaime Hackett"* \_\_\_\_\_  
Jaime Hackett, President