

Request ID / Demande n°
18538790

Ontario Corporation Number
Numéro de la compagnie en Ontario
2500960

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:*
WAY OF WILL INC.
2. The address of the registered office is: *Adresse du siège social:*

196 SPADINA AVENUE Suite 301

(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 M5T 2C2
(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 5
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*
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TSANG
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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:

THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF CLASS A (COMMON) AND CLASS B (PREFERENCE) SHARES, WITHOUT 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 HOLDERS OF CLASS A SHARES SHALL BE ENTITLED TO VOTE AT ALL MEETINGS OF SHAREHOLDERS EXCEPT MEETINGS AT WHICH ONLY HOLDERS OF A SPECIFIED CLASS OF SHARES ARE ENTITLED TO VOTE; AND TO RECEIVE THE REMAINING PROPERTY OF THE CORPORATION UPON DISSOLUTION.

CLASS B SHARES, SHALL CARRY THE RIGHT:

- A) TO A NON-CUMULATIVE DIVIDEND AS FIXED BY THE BOARD OF DIRECTORS; AND
- B) UPON THE LIQUIDATION OR WINDING UP OF THE CORPORATION. TO REPAYMENT OF THE AMOUNT PAID FOR SUCH SHARES, PLUS ANY DECLARED AND UNPAID DIVIDENDS, IN PRIORITY TO THE CLASS A SHARES, BUT THEY SHALL NOT CONFER A RIGHT TO ANY FURTHER PARTICIPATION IN PROFITS OR ASSETS.

THE HOLDERS OF CLASS B SHARES SHALL NOT, EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE BUSINESS CORPORATIONS ACT BE ENTITLED TO VOTE AT ALL MEETINGS OF SHAREHOLDERS.

THE SAID CLASS B SHARES OR ANY PART THEREOF SHALL BE REDEEMABLE AT THE OPTION OF THE CORPORATION WITHOUT THE CONSENT OF THE HOLDERS THEREOF, AT A PRICE EQUAL TO THE AMOUNT PAID PER SHARE PLUS ANY DECLARED AND UNPAID DIVIDENDS.

ANY AMENDMENT TO THE ARTICLES OF THE CORPORATION TO DELETE OR VARY ANY PREFERENCE, RIGHT, CONDITION, RESTRICTION, LIMITATION OR PROHIBITION ATTACHING TO CLASS B SHARES OR TO CREATE SPECIAL SHARES RANKING IN PRIORITY TO OR ON A PARITY WITH CLASS B SHARES. IN ADDITION TO THE AUTHORIZATION BY A SPECIAL RESOLUTION MAY BE AUTHORIZED BY AT LEAST TWO-THIRDS (2/3) OF THE VOTES CAST AT A MEETING OF THE HOLDERS OF CLASS B SHARES DULY CALLED FOR THAT PURPOSE.

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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 EITHER:

A) THE APPROVAL OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY A RESOLUTION PASSED AT A MEETING OF THE BOARD OF DIRECTORS OR BY INSTRUMENT OR INSTRUMENTS IN WRITING SIGNED BY A MAJORITY OF THE DIRECTORS; OR

B) THE APPROVAL OF THE HOLDERS OF AT LEAST A MAJORITY OF THE CLASS A SHARES OF THE CORPORATION EXPRESSED BY A RESOLUTION PASSED AT A MEETING OF THE HOLDERS OF SUCH SHARES OR BY INSTRUMENT OR INSTRUMENTS IN WRITING SIGNED BY THE HOLDERS OF A MAJORITY OF SUCH SHARES.

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

Autres dispositions, s'il y a lieu:

1. THE DIRECTORS MAY FROM TIME TO TIME:

A) BORROW MONEY UPON THE CREDIT OF THE CORPORATION;

B) ISSUE, REISSUE, SELL OR PLEDGE DEBT OBLIGATIONS OF THE CORPORATION;
AND

C) MORTGAGE, HYPOTHECATE, PLEDGE OR OTHERWISE CREATE A SECURITY INTEREST IN ALL OR ANY CURRENTLY OR SUBSEQUENTLY ACQUIRED REAL OR PERSONAL, MOVABLE OR IMMOVABLE PROPERTY OF THE CORPORATION, INCLUDING BOOK DEBTS, RIGHTS, POWERS, FRANCHISES AND UNDERTAKINGS, TO SECURE ANY DEBT OR LIABILITY OF THE CORPORATION; THE TERM "DEBT OBLIGATIONS" USED IN THIS PARAGRAPH MEANS BONDS, DEBENTURES, NOTES, OR OTHER SIMILAR OBLIGATIONS OF THE CORPORATION WHETHER SECURED OR UNSECURED.

2. THE CORPORATION, SUBJECT TO THE BUSINESS CORPORATIONS ACT, MAY PURCHASE ANY OF ITS ISSUED CLASS A (COMMON) SHARES.

3. THE NUMBER OF SHAREHOLDERS OF THE CORPORATION, EXCLUSIVE OF PERSONS WHO ARE IN THE EMPLOYMENT OF THE CORPORATION AND EXCLUSIVE OF PERSONS WHO, HAVING BEEN FORMERLY IN THE EMPLOYMENT OF THE CORPORATION, WERE WHILE IN THAT EMPLOYMENT, AND HAVE CONTINUED AFTER THE TERMINATION OF THAT EMPLOYMENT TO BE, SHAREHOLDERS OF THE CORPORATION, IS LIMITED TO NOT MORE THAN FIFTY (50), TWO (2) OR MORE PERSONS WHO ARE THE JOINT REGISTERED OWNERS OF ONE (1) OR MORE SHARES BEING COUNTED AS ONE (1) SHAREHOLDER.

4. ANY INVITATION TO THE PUBLIC TO SUBSCRIBE FOR ANY SHARES OR SECURITIES OF THE CORPORATION IS HEREBY PROHIBITED.

5. THE MEETINGS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE (IF ANY) OF THE CORPORATION MAY BE HELD AT ANY PLACE WITHIN OR OUTSIDE ONTARIO AND MEETINGS OF THE SHAREHOLDERS OF THE CORPORATION MAY BE HELD AT ANY PLACE WITHIN ONTARIO.

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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*

* WING YIN WILLIE TSANG
196 SPADINA AVENUE Suite 301

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