

# **Incorporate Alberta Corporation - Registration Statement**

**Alberta Registration Date: 2012/02/24**

**Corporate Access Number: 2016609311**

**Service Request Number:** 17598772

**Alberta Corporation Type:** Numbered Alberta Corporation

**Legal Entity Name:** 1660931 ALBERTA LTD.

**French Equivalent Name:**

**Nuans Number:**

**Nuans Date:**

**French Nuans Number:**

**French Nuans Date:**

## **REGISTERED ADDRESS**

**Street:** 192089 - 239TH AVENUE WEST

**Legal Description:**

**City:** CALGARY

**Province:** ALBERTA

**Postal Code:** T2J 2T9

## **RECORDS ADDRESS**

**Street:** 192089 - 239TH AVENUE WEST

**Legal Description:**

**City:** CALGARY

**Province:** ALBERTA

**Postal Code:** T2J 2T9

## **ADDRESS FOR SERVICE BY MAIL**

**Post Office Box:** BOX 43, SITE 2, RR 8

**City:** CALGARY

**Province:** ALBERTA

**Postal Code:** T2J 2T9

**Internet Mail ID:**

**Share Structure:** AS PER ATTACHED SCHEDULE "A"

**Share Transfers Restrictions:** NO SHARES SHALL BE TRANSFERRED WITHOUT THE APPROVAL OF ALL THE DIRECTORS OF THE CORPORATION BY RESOLUTION IN WRITING.

**Number of Directors:**

**Min Number Of Directors:** 1

**Max Number Of** 10



**Directors:****Business Restricted To:** NO RESTRICTIONS**Business Restricted From:** NO RESTRICTIONS**Other Provisions:** AS PER ATTACHED SCHEDULE "B"**Professional****Endorsement Provided:****Future Dating Required:****Registration Date:** 2012/02/24**Director****Last Name:** TOWSLEY**First Name:** WILLIAM**Middle Name:** BRUCE**Street/Box Number:** BOX 43, SITE 2, RR 8**City:** CALGARY**Province:** ALBERTA**Postal Code:** T2J 2T9**Country:****Resident Canadian:** Y**Last Name:** TOWSLEY**First Name:** KAREN**Middle Name:** GODFREY**Street/Box Number:** BOX 43, SITE 2, RR 8**City:** CALGARY**Province:** ALBERTA**Postal Code:** T2J 2T9**Country:****Resident Canadian:** Y**Attachment**

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2012/02/24
Share Structure	ELECTRONIC	2012/02/24

**Registration Authorized By:** HAKIM KAPASI

AGENT OF CORPORATION

**Articles of Incorporation  
For  
1660931 ALBERTA LTD.**

**Share Structure:** AS PER ATTACHED SCHEDULE "A"

**Share Transfers Restrictions:** NO SHARES SHALL BE TRANSFERRED WITHOUT THE APPROVAL OF ALL THE DIRECTORS OF THE CORPORATION BY RESOLUTION IN WRITING.

**Number of Directors:**

**Min Number of Directors:** 1

**Max Number of Directors:** 10

**Business Restricted To:** NO RESTRICTIONS

**Business Restricted From:** NO RESTRICTIONS

**Other Provisions:** AS PER ATTACHED SCHEDULE "B"

**Registration Authorized By: HAKIM KAPASI**  
AGENT OF CORPORATION

**FILED**  
Namequest Corporate Services Inc.

## **Schedule "A" to Articles of Incorporation**

The Corporation is authorized to issue an unlimited number of shares designated as **Class "A" Common, Class "B" Common, Class "C" Common, Class "D" Common, Class "E" Common, Class "F" Common, Class "G" Preferred and Class "H" Preferred** shares.

**A. CLASS "A", CLASS "B" AND CLASS "C" COMMON SHARES** - have the following rights, privileges, conditions and restrictions:

- (1) the right to vote at any meeting of shareholders of the Corporation.
- (2) the right to receive the remaining property of the Corporation on dissolution, whether voluntary or involuntary. Such property shall be divided equally among all classes of common shares.
- (3) the right to receive dividends as declared by the Corporation provided that such dividends may be declared on any class of common shares, or on any combination of classes of common shares, to the exclusion of any class or classes of common shares, or in part on each class.

**B. CLASS "D", CLASS "E" AND CLASS "F" COMMON SHARES** - have the following rights, privileges, conditions and restrictions:

- (1) they shall not have the right to vote at any meeting of shareholders of the Corporation.
- (2) the right to receive the remaining property of the Corporation on dissolution whether voluntary or involuntary. Such property shall be divided equally among all classes of common shares.
- (3) the right to receive dividends as declared by the Corporation provided that such dividends may be declared on any class of common shares, or on any combination of classes of common shares, to the exclusion of any class or classes of common shares, or in part on each class.

The above rights attached to the Class "A", Class "B", Class "C", Class "D", Class "E" and Class "F" Common shares are subject to the rights of any other class of shares now or in the future created which are expressed to rank in priority to the Class "A", Class "B", Class "C", Class "D", Class "E" or Class "F" Common shares.



**C. CLASS "G" AND CLASS "H" PREFERRED SHARES** - shall be non-cumulative, redeemable and retractable, which may be issued for such consideration and bearing such rights, privileges, conditions and restrictions, in addition to the following, as determined by the Directors(s) of the Corporation before issue:

- (1) The holders of the Class "G" and Class "H" Preferred shares shall in each year be entitled, out of any or all profits or surplus available for dividends, to a non-cumulative cash dividend calculated at such a rate as the Directors of the Corporation set at the time of issuance. No dividend shall be declared and paid on or set apart for payment on the Common shares or any other shares that rank junior to the Class "G" and Class "H" Preferred shares in any fiscal year unless the dividends on all the Class "G" and Class "H" Preferred shares which are issued and outstanding at that time have been declared and paid for that fiscal year or set apart for payment, except with the consent in writing of all the holders of the Class "G" and Class "H" Preferred shares.
- (2) Upon dissolution of the Corporation, the holders of the Class "G" and Class "H" Preferred shares shall take priority with regards to the return of capital and distribution of assets. They shall receive an amount equal to the amounts paid up on the shares held by them together with all declared and unpaid dividends thereon, if any. After payment to the holders of the Class "G" and Class "H" Preferred shares as provided for above, they shall not be entitled to share in any further distribution of the assets or property of the Corporation.
- (3) The Class "G" Preferred shares shall be entitled vote at any meeting of the shareholders of the Corporation, to receive notice of such meeting or to attend same, subject to the provisions of the Alberta Business Corporations Act. The Class "H" Preferred shares shall not be entitled vote at any meeting of the shareholders of the Corporation, to receive notice of such meeting or to attend same, subject to the provisions of the Alberta Business Corporations Act.

## **Schedule "B" to Articles of Incorporation**

### **A. NUMBER OF SHAREHOLDERS**

The number of shareholders of the Corporation, exclusive of:

- 1) persons who are in its employment or that of an affiliate, and;
- 2) persons who, having been formerly in its employment or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment,

is limited to not more than 50 persons, 2 or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

### **B. PUBLIC SUBSCRIPTION**

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

### **C. ADDITIONAL DIRECTORS**

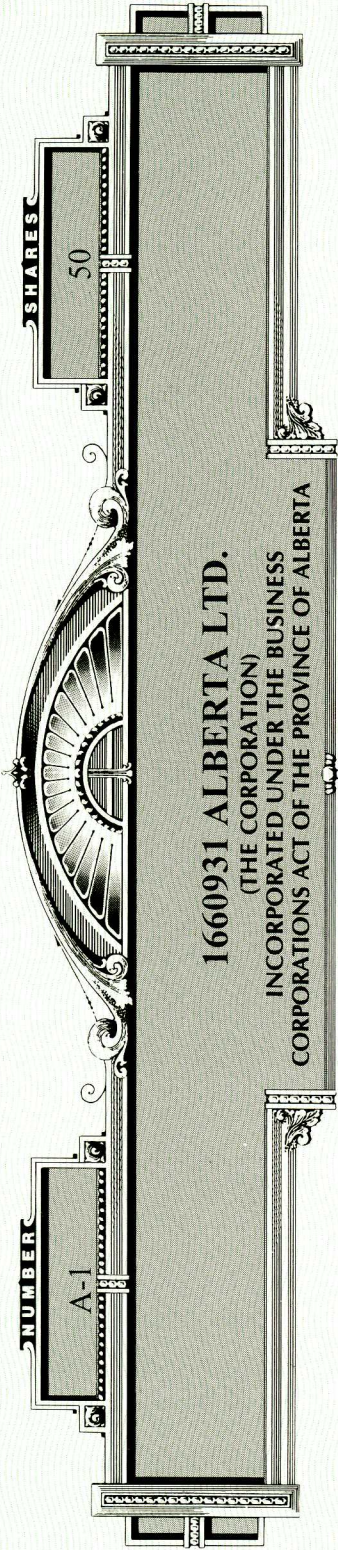
The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting.

### **D. LIEN ON SHARES**

The Corporation shall have a lien on the shares registered in the name of the shareholder or his legal representative for a debt of that shareholder to the Corporation and such lien shall extend to all dividends from time to time declared in respect of such shares.



CLASS A VOTING COMMON SHARES



This Certifies that WILLIAM BRUCE TOWSLEY  
is the registered holder of \_\_\_\_\_, Class A  
fully paid and non-assessable share (s), without par value, in the capital of the Corporation.

The transfer of the share(s) represented by this certificate is subject to the restrictions contained in the articles of the Corporation.

The shares represented by this Certificate have rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to a shareholder, on demand and without charge, a full copy of the text of:

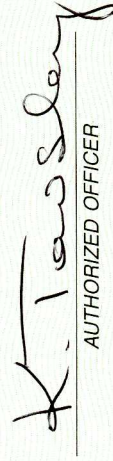
- (i) the rights, privileges, restrictions and conditions attached to each class authorized to be issued and to each series in so far as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers.

Dated this \_\_\_\_\_ 24th day of \_\_\_\_\_ February \_\_\_\_\_ A.D. 2012

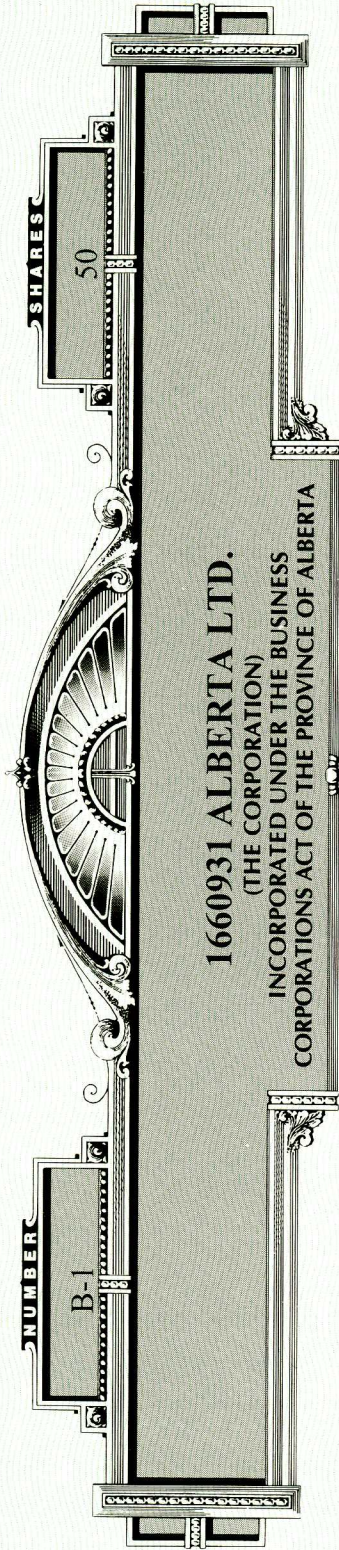
  
AUTHORIZED OFFICER



  
AUTHORIZED OFFICER



CLASS B VOTING COMMON SHARES



This Certifies that KAREN GODFREY TOWSLEY  
is the registered holder of FIFTY (50) Class B  
fully paid and non-assessable share (s), without par value, in the capital of the Corporation.

The transfer of the share(s) represented by this certificate is subject to the restrictions contained in the articles of the Corporation.

The shares represented by this Certificate have rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to a shareholder, on demand and without charge, a full copy of the text of:

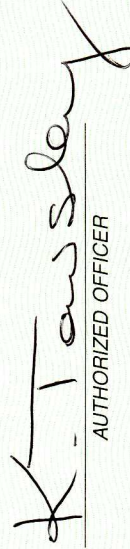
- (i) the rights, privileges, restrictions and conditions attached to each class authorized to be issued and to each series in so far as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers.

Dated this 24th day of February A.D. 2012

  
AUTHORIZED OFFICER



  
AUTHORIZED OFFICER