



(2020)多领认字第 0003547 号

兹证明前面文书上加拿大安大略省政府和消费者服务厅的印章和Kenneth Woo的签字均属实。

该文书内容由出文机构负责。

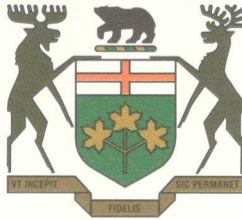
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驻 多 伦 多 总 领 事 馆
领 事

朱进

2020年06月03日

A6238013





Ontario

MINISTRY OF GOVERNMENT AND CONSUMER SERVICES

I HEREBY CERTIFY AS FOLLOWS:

JOSEPH JOHN FAUST

of the Province of Ontario, whose name is subscribed to the attached Instrument, was, at the time of subscribing thereto, a **NOTARY PUBLIC** in and for the Province of Ontario, Canada, duly commissioned and duly authorized by the laws thereof to administer oaths, to take affidavits and to certify the proof of deeds and other instruments in writing to be recorded within the said Province.

I FURTHER CERTIFY THAT I have compared the signature of the said **NOTARY PUBLIC** subscribed to the attached Instrument with the specimen signature of the said **NOTARY PUBLIC** filed in this office and verily believe the said signature to be genuine; and THAT I have compared the impression of the Seal of the said **NOTARY PUBLIC** appearing on the attached Instrument with the specimen of the Seal filed in this office and verily believe the impression of the Seal to be genuine.

IN TESTIMONY WHEREOF I have hereunto set my Hand and affixed the Seal of the Ministry of Government and Consumer Services of the Province of Ontario at the City of Toronto in the said Province this nineteenth day of May, A.D. 2020.

A handwritten signature in black ink, appearing to read "Kenneth H. Lobo".

for the MINISTER OF GOVERNMENT AND CONSUMER SERVICES



Request 245041
Den 45
Caté CT

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

Date Report Produced: 3
Document produit le: 12:5
Time Report Produced: 12:5
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

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

Barbara Duckitt

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

I certify that this is a true copy
of the original document
Date: 8th day of May, 2020

Joseph J. Faust

JOSEPH J. FAUST
Barrister & Solicitor, and Notary Public
in and for the Province of Ontario
Tel: 416-972-0900
Add: 892 College St. Toronto, On. M6H1A4

Name of Corporation
A&

Ontario Corporation Number

Request ID

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name

Last Name

Name of Law Firm

Golden Star Professional Corporation

ADDRESS

Street #

Street Name

Suite #

Additional Information

City

Toronto

Province

ONTARIO

Country

CANADA

Postal Code

TELEPHONE #:

NUANS® SEARCH DETAILS

Corporate Name Searched on NUANS®

NUANS® Reservation Reference #

Date of NUANS® Report

2020/05/12

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Ontario Corporation Number
Numéro de la compagnie en Ontario

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉ PAR ACTIONS

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is:

Dénomination sociale de la compagnie:

2. The address of the registered office is:

Adresse du siège social:

(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)

CANADA

(Name of Municipality or Post Office)

(Nom de la municipalité ou du bureau de poste)

ONTARIO

(Postal Code/ Code postal)

3. Number (or minimum and maximum number) of directors is:

MINIMUM 1

Nombre (ou nombres minimal et maximal) d'administrateurs:

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

*

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Date: 18th day of May, 2020

Yes

VANCOUVER BRITISH COLUMBIA

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4. The first director(s) is/are:

First name, initials and surname
Prénom, initiales et nom de famille

Address for service, giving Street & No.
or R.R. No., Municipality and Postal Code

Premier(s) administrateur(s):

Resident Canadian State Yes or No
Résident Canadien Oui/Non

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

*

Yes

Suite 4004

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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 authorized capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of shares of a second class designated as Class A 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:

Common Shares

The Common Shares shall have attached to them the following rights, privileges, restrictions and conditions:

(a) Voting Rights: The holder of a Common Share shall be entitled to one (1) vote for each Common Share held (in person or by proxy), at any meeting of shareholders of the Corporation (other than meetings of the holders of another class of shares).

(b) Participation in Assets on Dissolution: The registered holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

(c) Dividends: The registered holders of the Common Shares shall be entitled to receive and the Corporation shall pay, any dividend declared by the directors, as and when declared by the directors in any financial years as the directors may by resolution determine, out of the moneys of the Corporation properly applicable to the payment of dividends.

Class A Shares

(a) No Voting Rights: The holders of the issued and outstanding Class A Shares in the Corporation shall not, as such, have any right to receive notice of and to vote at any meetings of the Shareholders of Corporation, but shall be entitled to receive notice of and to vote at meetings of the Class A Shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the assets of the Corporation other than in the ordinary course of business.

(b) Participation: The holders of the issued and outstanding Class A Shares in the Corporation shall be entitled to receive, together with Common Shareholders, *pari passu*, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(c) Dividends: Dividends may be paid by the Board of Directors on Class A Shares to the exclusion of any other class of shares.

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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 shares of the Corporation shall be transferred without the consent of the directors of the Corporation expressed by a resolution passed by a majority of the board of directors or by an instrument or instruments in writing signed by all of the directors then in office.

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9. Other provisions if any:
Autres dispositions, s'il y a lieu:

(a) 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 have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than 50. Two or more persons who are the joint registered owners of one or more shares shall be counted as one shareholder.

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

(c) Subject to the provisions of the Business Corporations Act as amended or re-enacted from time to time, the directors of the Corporation may, without authorization of the shareholders:

- i) borrow money on the credit of the Corporation;
- ii) issue, reissue, sell or pledge debt obligations of the Corporation;
- iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; and
- v) by resolution delegate any or all of the foregoing powers to a director, a committee of directors or an officer of the Corporation. Nothing in this paragraph (c) shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

(d) Subject to the provisions of the Business Corporations Act as amended or re-enacted from time to time, and the provisions above, the Corporation may at any time purchase or otherwise acquire all or any part of the Class A Shares or all or any part of the Common Shares.

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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*

*

[REDACTED] AN

[REDACTED]

VANCOUVER, BRITISH COLUMBIA

[REDACTED]

*

[REDACTED]

[REDACTED]

TORONTO, ONTARIO

[REDACTED]

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Name of Corporation
ABC INC.

Ontario Corporation Number

Request ID

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).

Name
certify that this is a true copy
of the original document

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