

Certificate of Amalgamation

Certificat de fusion

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

GOODFELLOW INC.

Corporate name / Dénomination sociale

1655901-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Hantz Prosper

Director / Directeur

2024-12-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



Innovation, Sciences et Développement économique Canada Corporations Canada

Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)

1 - Corporate name of the amalgamated corporation					
Goodfellow Inc.					
2 - The province or territory in Canada where the regi	stered office is situated (do n	ot indicate the full address)			
Quebec					
3 - The classes and any maximum number of shares t	that the corporation is author	ized to issue			
See attached Schedule A.					
4 - Restrictions, if any, on share transfers					
Not applicable.					
5 - Minimum and maximum number of directors (for a	fixed number of directors, pleas	se indicate the same number in both boxes)			
Minimum number 1 Maximum number 11					
6 - Restrictions, if any, on the business the corporation	on may carry on				
Not applicable.					
7 - Other provisions, if any					
See attached Schedule B.					
8 - The amalgamation has been approved pursuant to	that section or subsection of	the Act which is indicated as follows:			
183 - Long form : approved by special	Vertical short-form : approved by resolution of directors	184(2) - Horizontal short-form : approved by resolution of directors			
9 - Declaration					
I hereby certify that I am a director or an authorized officer					
Name of the amalgamating corporations	Corporation number	Docusigne Signature			
Goodfellow Inc.	044803-6	Charles Brischois Docusigned by:			
Quality Hardwoods Ltd.	1655762-7	<u> </u>			
		F6501D5320574C9			
Note: Misrepresentation constitutes an offence and, on summary	conviction, a person is liable to a fir	ne not exceeding \$5.000 or to imprisonment for a			



SCHEDULE A

- 3 The classes and any maximum number of shares that the corporation is authorized to issue:
- 3.1 The Corporation may issue an unlimited number of Common Shares (hereinafter called the "Common Shares") and an unlimited number of Preferred Shares (hereinafter called the "Preferred Shares").
- 3.2 The Common Shares shall carry and be subject to the following rights, privileges and conditions:
 - 3.2.1 The holders of Common Shares are entitled to vote at all meetings of shareholders.
 - 3.2.2 The holders of Common Shares are entitled to receive dividends when, as and to the extent declared by the Board of Directors to be payable.
 - 3.2.3 In the event of a bankruptcy, winding-up, dissolution or liquidation and dissolution of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation, after payment to the holders of the Preferred Shares of the amounts payable with respect to such Preferred Shares.
- 3.3 The Preferred Shares shall carry and be subject to the following rights, privileges and conditions:
 - 3.3.1 Preferred Shares may be issued from time to time and at any time in one or more series, each of which series shall consist of such number of Preferred Shares as the Board of Directors of the Corporation may determine by resolution before the issuance thereof.
 - 3.3.2 By resolution adopted before the issuance of each series of Preferred Shares, and subject always to the following conditions and the provisions of the *Canada Business Corporations Act*, the Board of Directors may determine the description of each series of Preferred Shares, as well as the rights, privileges and conditions attached thereto, and, without restricting the generality of the foregoing, the Board of Directors of the Corporation may determine
 - 3.3.2.1 the rate of preferred dividends, cumulative or non-cumulative, the amounts of payment, the date or dates of payment, the place or places of payment and the date after which such dividends shall accumulate, as the case may be;
 - 3.3.2.2 the right of the Corporation to purchase or redeem the Preferred Shares of any series in accordance with the provisions of the *Canada Business Corporations Act*, as well as the purchase or redemption price thereof;
 - 3.3.2.3 the rights of the holders of Preferred Shares of a certain series to deposit such shares with the Corporation for redemption and to force the Corporation to effect such redemption;

- 3.3.2.4 the rights of conversion or exchange for any Preferred Shares in a certain series into or for shares of another series;
- 3.3.2.5 the terms and conditions of any share purchase fund or sinking fund for a series of Preferred Shares;
- 3.3.2.6 the restrictions, if any, imposed on the payment of dividends on Common Shares; subject always to the issuance by the Director of Corpor-ations of a Certificate of Amendment to the Articles of Incorporation in accordance with the *Canada Business Corporations Act*.
- 3.3.3 No dividend shall be declared, paid, or set aside for future payment on Common Shares during any fiscal year of the Corporation unless, during such fiscal year, the prescribed dividends for any series of Preferred Shares (including any accumulated dividends) have been declared, paid or set aside for future payment on all issued and outstanding Preferred Shares.
- 3.3.4 In the event of bankruptcy, winding-up, dissolution of the Corporation, or of any other distribution of capital, no sum shall be paid to nor shall any assets be distributed among the holders of the Common Shares until there shall have been paid to the holders of Preferred Shares a price equal to the consideration received for each issued and outstanding Preferred Share together with all dividends declared thereon and unpaid and the holders of the Preferred Shares shall be entitled to be paid equally and rateably all such monies out of the assets of the Corporation and no more, and the remaining assets and funds of the Corporation shall be divided among and paid to the holders of the Common Shares in accordance with their respective rights.
- 3.3.5 The Preferred Shares in any series rank equally with the Preferred Shares in all other series with regard to the payment of dividends and the .distribution of the assets of the Corporation in the event of the winding-up of the Corporation or any other distribution of capital; the holders of Preferred Shares in any series participate pro-rata in the payment of cumulative dividends and the refund of capital, in the event that such payment or refund has not been effected for the entire series.
- 3.3.6 Except as provided in the *Canada Business Corporations Act*, the Preferred Shares shall not entitle their holders to receive notice of, attend or vote at meeting of the shareholders of the Corporation.
- 3.3.7 The Preferred Shares cannot be converted into Common Shares.

SCHEDULE B

7 - Other provisions, if any:

Without in any way limiting the powers conferred on the directors by the *Canada Business Corporations Act*, the directors of the Corporation may from time to time without authorization from the shareholders:

- (i) borrow money upon the credit of the Corporation;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue, reissue, sell or pledge debt obligations of the Corporation for such sums and at such prices as may be deemed expedient;
- (iv) subject to section 42 of the *Canada Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (v) 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.

APPOINTMENT OF DIRECTORS

The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

Form 2 Initial Registered Office Address and First Board of Directors

Canada Business Corporations Act (CBCA) (s. 19 and 106)

Formulaire 2 Siège social initial et premier conseil d'administration

Loi canadienne sur les sociétés par actions (LCSA) (art. 19 et 106)

1	Corporate name Dénomination sociale
	GOODFELLOW INC.
2	Address of registered office Adresse du siège social
	225 Rue Goodfellow Delson QC J5B 1V5
3	Additional address Autre adresse
4	Members of the board of directors Membres du conseil d'administration See attached schedule / Voir l'annexe ci-jointe
5	Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form. Déclaration: J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.
	Original signed by / Original signé par CHARLES BRISEBOIS
	CHARLES BRISEBOIS

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

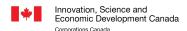


Schedule / Annexe

Members of the board of directors / Membres du conseil d'administration

		Resident Canadian Résident Canadien
Robert Hall	Chemin Hatley-Centre, Canton de Hatley QC J0B 2C0, Canada	Yes / Oui
George Douglas Goodfellow	9 Laurier Court, Beaconsfield QC H9W 4S7, Canada	Yes / Oui
Marie-Hélène Nolet	231 Rue Upper Edison, Saint-Lambert QC J4R 2V8, Canada	No / Non
Alain Côté	925 Duluth, Boucherville QC J4B 6Y5, Canada	Yes / Oui
David A. Goodfellow	444 Chemin Du Lac-St-Louis, Léry QC J6N 1A3, Canada	Yes / Oui
Sarah Prichard	612-2600 Avenue Pierre-Dupuy, Montréal QC H3C 3R6, Canada	Yes / Oui
James Hewitt	V5-870 Bord-du-Lac, Dorval QC	Yes / Oui

H9S 5X7, Canada



Certificate of Amendment

Certificat de modification

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

GOODFELLOW INC.

Corporate name / Dénomination sociale

044803-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Raymond Edwards

Rewards A

Director / Directeur

2021-06-22

Date of amendment (YYYY-MM-DD) Date de modification (AAAA-MM-JJ)



Innovation, Sciences et Développement économique Canada Corporations Canada

Form 4 Articles of Amendment

Canada Business Corporations Act (CBCA) (s. 27 or 177)

Formulaire 4 Clauses modificatrices

Loi canadienne sur les sociétés par actions (LCSA) (art. 27 ou 177)

1	Corporate name
	Dénomination sociale
	GOODFELLOW INC.
2	
	Numéro de la société
	044803-6
3	The articles are amended as follows
	Les statuts sont modifiés de la façon suivante
	Cas attached ashedula (Mair llennava si isinta
	See attached schedule / Voir l'annexe ci-jointe
_	Delegation I and Called I and Linear and Comments of
4	Declaration: I certify that I am a director or an officer of the corporation.
	Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.
	Original signed by / Original signé par
	Charles Brisebois
	Charles Brisebois
	450-635-6511 ext: 2309
	450-055-0511 Ext. 2509
	Microprocentation constitutes an offence and an summary conviction a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250 (1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.



SCHEDULE

Section 8 of the articles of continuance as amended from time to time, are amended again by adding the following paragraph:

APPOINTMENT OF DIRECTORS

The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi régissant les sociétés par actions de régime fédéral

GOODFELLOW INC.	044803-6
Name of Corporation ~ Dénomination de la s	ociété Number - Numéro
I hereby certify that the Articles of the above-mentioned Corporation were amended	Je certifie par les présentes que les statuts de la société mentionnée ci-haut ont été modifiés
(a) under Section 13 of the Canada Business Corporations Act in accordance with the attached notice;	(a) en vertu de l'article 13 de la Loi régissant les sociétés par actions de régime fédéral conformément à l'avis ci-joint;
(b) under Section 27 of the Canada Business Corporations Act as set out in the attached Articles of Amendment designating a series of shares;	(b) en vertu de l'article 27 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
(c) under Section 177 of the Canada Business Corporations Act as set out in the attached Articles of Amendment;	(c) en vertu de l'article 177 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses modificatrices ci-jointes;
(d) under Section 191 of the Canada Business Corporations Act as set out in the attached Articles of Reorganization;	(d) en vertu de l'article 191 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses de réorganisation ci-jointes;
(e) under Section 192 of the Canada Business Corporations Act as set out in the attached Articles of Arrangement.	(e) en vertu de l'article 192 de la Loi régissant les sociétés par actions de régime fédéral tel qu'indiqué dans les clauses d'arrangement ci-jointes.
Le directeur All Speuling	January 7, 1991/le 7 janvier 1991
Director	Date of Amendment - Date de la modification

Canadä'

FORM 4 ARTICLES OF AMENDMENT (SECTION 27 OR 177)

FORMULE 4 CLAUSES MODIFICATRICES (ARTICLE 27 OU 177)

Loi régissant les sociétés par actions de régime fédéral

1 - Name of Corporation - Dénomination de la société

GOODFELLOW INC.

2 - Corporation No. Nº de la société

44803-6

Les statuts de la société ci-haut mentionnée sont modifiés de la 3 — The articles of the above-named corporation are amended as follows:

Article 2 of the Articles of the Corporation is hereby amended by changing the place in Canada where the registered office is to be situated from the Urban Community of Montreal, Province of Quebec, to Delson, Province of Quebec.

Dec. 19, 1990

Description of Office — Description du poste

Secretary

CCA 1367 (02-29) 46

FOR DEPARTMENTAL USE ONLY -- A LUSAGE DU MINISTERE SEULEMENT FILED -- DEPART 14 1991





Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi sur les sociétés commerciales canadiennes

GOODFELLOW INC.		44803-6
Name of corporation - Dénomination de la socie	le	Number - Numero
I hereby certify that the Articles of the above-mentioned Corporation were amended		Je certifie par les présentes que les statuts de la société mentionnée ci- haut ont été modifiés
(a) under Section 13 of the Canada Business Corporations Act in accor- dance with the attached notice;		(a) en vertu de l'article 13 de la Loi sur les sociétés commerciales cana- diennes conformément à l'avis ci- joint;
(b) under Section 27 of the Canada Business Corporations Act as set out in the attached Articles of Amendment designating a series of shares;		(b) en vertu de l'article 27 de la Loi sur les sociétés commerciales cana- diennes tel qu'indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
(c) under Section 171 of the Canada Business Corporations Act as set out in the attached Articles of Amendment;	X	(c) en vertu de l'article 171 de la Loi sur les sociétés commerciales cana- diennes tel qu'indiqué dans les clauses modificatrices ci-jointes;
(d) under Section 185 of the Canada Business Corporations Act as set out in the attached Articles of Reorganization.		(d) en vertu de l'article 185 de la Loi sur les sociétés commerciales cana- diennes tel qu'indiqué dans les clauses de réorganisation ci-jointes;
(e) under Section 185.1 of the Canada Business Corporations Act as set out in the attached Articles of Arrangement.		(e) en vertu de l'article 185.1 de la Loi sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses d'arrangement ci-jointes.
Frederick H. Sparling		
Director - Directeur		October 26, 1984 Date of Amenoment - Date de la modification

CANADA BUSINESS CORPORATIONS ACT FORM 4



LOI SUR LES SOCIÉTÉS **COMMERCIALES CANADIENNES** FORMULE 4

CLAUSES MODIFICATRICES

ARTICLES OF AMENDMENT (SECTION 27 OR 171)

(ARTICLES 27 OU 171)

1 - Name of Corporation - Dénomination de la société

2 - Corporation No. - Nº de la société

GOODFELLOW INC.

44803-6

3 - The articles of the above-named corporation are amended as follows.

Les statuts de la société ci-haut mentionnée sont modifies de la façon suivante.

I. The Articles of the Corporation are amended as follows:

> Article 3 of the Articles of Continuance as amended by Articles of Amendment dated October 5, 1984 is deleted and replaced with the following:

The annexed Schedule 1 is incorporated in this form.

II. The annexed schedule 2 is incorporated herein.

Dete	Signaturer	9711211	Description of Office - Description du pos	ste
October 25,1984	Kull D.	111954	Secretary	
FOR DEPARTMENTAL USE ONLY		7	À L'USAGE DU MINISTÈRE SEU	LEMENT
CCA-1387 (9-82)	· ·		Filed - Déposée	26/10/84

SCHEDULE 1

- 3.1 The Corporation may issue an unlimited number of Common Shares (hereinafter called the "Common Shares") and an unlimited number of Preferred Shares (hereinafter called the "Preferred Shares").
- 3.2 The Common Shares shall carry and be subject to the following rights, privileges and conditions:
 - 3.2.1 The holders of Common Shares are entitled to vote at all meetings of shareholders;
 - 3.2.2 The holders of Common Shares are entitled to receive dividends when, as and to the extent declared by the Board of Directors to be payable;
 - 3.2.3 In the event of a bankruptcy, winding-up, dissolution or liquidation and dissolution of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation, after payment to the holders of the Preferred Shares of the amounts payable with respect to such Preferred Shares.
- 3.3 The Preferred Shares shall carry and be subject to the following rights, privileges and conditions:
 - 3.3.1 Preferred Shares may be issued from time to time and at any time in one or more series, each of which series shall consist of such number of Preferred Shares as the Board of Directors of the Corporation may determine by resolution before the issuance thereof;
 - 3.3.2 By resolution adopted before the issuance of each series of Preferred Shares, and subject always to the following conditions and the provisions of the Canada Business Corporations Act, the Board of Directors may determine the description of each series of Preferred Shares, as well as the rights, privileges and conditions attached thereto, and, without restricting the generality of the foregoing, the Board of Directors of the Corporation may determine
 - 3.3.2.1 the rate of preferred dividends, cumulative or non-cumulative, the amounts of payment, the date or dates of payment, the place or places of payment and the date after which such dividends shall accumulate, as the case may be;

- 3.3.2.2 the right of the Corporation to purchase or redeem the Preferred Shares of any series in accordance with the provisions of the Canada Business Corporations Act, as well as the purchase or redemption price thereof;
- 3.3.2.3 the rights of the holders of Preferred Shares of a certain series to deposit such shares with the Corporation for redemption and to force the Corporation to effect such redemption;
- 3.3.2.4 the rights of conversion or exchange for any Preferred Shares in a certain series into or for shares of another series;
- 3.3.2.5 the terms and conditions of any share purchase fund or sinking fund for a series of Preferred Shares;
- 3.3.2.6 the restrictions, if any, imposed on the payment of dividends on Common Shares; subject always to the issuance by the Director of Corporations of a Certificate of Amendment to the Articles of Incorporation in accordance with the Canada Business Corporations Act.
- 3.3.3 No dividend shall be declared, paid, or set aside for future payment on Common Shares during any fiscal year of the Corporation unless, during such fiscal year, the prescribed dividends for any series of Preferred Shares (including any accumulated dividends) have been declared, paid or set aside for future payment on all issued and outstanding Preferred Shares;
- 3.3.4 In the event of bankruptcy, winding-up, dissolution of the Corporation, or of any other distribution of capital, no sum shall be paid to nor shall any assets be distributed among the holders of the Common Shares until there shall have been paid to the holders of Preferred Shares a price equal to the consideration received for each issued and outstanding Preferred Share together with all dividends declared thereon and unpaid and the holders of the Preferred Shares shall be entitled to be paid equally and rateably all such monies out of the assets of the Corporation and no more, and the remaining assets and funds of the Corporation shall be divided among and paid to the holders of the Common Shares in accordance with their respective rights;

- 3.3.5 The Preferred Shares in any series rank equally with the Preferred Shares in all other series with regard to the payment of dividends and the distribution of the assets of the Corporation in the event of the winding-up of the Corporation or any other distribution of capital; the holders of Preferred Shares in any series participate pro-rata in the payment of cumulative dividends and the refund of capital, in the event that such payment or refund has not been effected for the entire series.
- 3.3.6 Except as provided in the Canada Business Corporations Act, the Preferred Shares shall not entitle their holders to receive notice of, attend or vote at meeting of the shareholders of the Corporation.
- 3.3.7 The Preferred Shares cannot be converted into Common Shares.

SCHEDULE 2

The Articles of the Corporation are amended as follows:

- 1. The share capital of the Corporation is subdivided as follows:
 - 2.1 Subject to paragraph 1.2 below, each common share of the Corporation, outstanding as at the close of business on the business day immediately preceding the date of the certificate of amendment hereinafter mentioned, is subdivided into 5.43 common shares and each shareholder on such date shall receive 5.43 common shares of the Corporation for each share held, so that 2,497,827 common shares shall thereafter be issued and outstanding.
 - 2.2 The Corporation shall not issue fractional shares in connection with the foregoing and any fractions which would otherwise have been issued are cancelled.





Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi sur les sociétés commerciales canadiennes

GOODFELLOW INC.	le .	44803-6 Number - Numero
I hereby certify that the Articles of the above-mentioned Corporation were amended		Je certifie par les présentes que les statuts de la société mentionnée ci- haut ont été modifiés
(a) under Section 13 of the Canada Business Corporations Act in accor- dance with the attached notice;		(a) en vertu de l'article 13 de la Loi sur les sociétés commerciales cana- diennes conformément à l'avis ci- joint;
(b) under Section 27 of the Canada Business Corporations Act as set out in the attached Articles of Amendment designating a series of shares;		(b) en vertu de l'article 27 de la Loi sur les sociétés commerciales cana- diennes tel qu'indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
(c) under Section 171 of the Canada Business Corporations Act as set out in the attached Articles of Amendment;	X	(c) en vertu de l'article 171 de la Loi sur les sociétés commerciales cana- diennes tel qu'indiqué dans les clauses modificatrices ci-jointes;
(d) under Section 185 of the Canada Business Corporations Act as set out in the attached Articles of Reorganization.		(d) en vertu de l'article 185 de la Loi sur les sociétés commerciales cana- diennes tel qu'indiqué dans les clauses de réorganisation ci-jointes;
(e) under Section 185.1 of the Canada Business Corporations Act as set out in the attached Articles of Arrangement.		(e) en vertu de l'article 185.1 de la Loi sur les sociétés commerciales canadiennes tel qu'indiqué dans les clauses d'arrangement ci-jointes.
Frederick H. Siseling		October 5, 1984 Date of Amendment - Date de la modification

CANADA BUSINESS CORPORATIONS ACT FORM 4

LOI SUR LES SOCIÉTÉS COMMERCIALES CANADIENNES FORMULE 4

CLAUSES MODIFICATRICES (ARTICLES 27 OU 171)

ARTICLES OF AMENDMENT (SECTION 27 OR 171)

2 - Corporation No. - Nº de la société

GOODFELLOW LUMBER LTD. BOIS GOODFELLOW LTÉE

44.803

3 – The articles of the above-named corporation are amended as follows:

1 - Name of Corporation - Dénomination de la société

Les statuts de la société ci-haut mentionnée sont modifiés de la facon suivante.

- I. The name of the Corporation is hereby changed from: GOODFELLOW LUMBER LTD./BOIS GOODFELLOW LTÉE to: GOODFELLOW INC.
- II. The Articles of Continuance of the Corporation are amended as follows:
 - 1. Article 3 of the Articles of Continuance is deleted and replaced with the following:

The annexed Schedule 1 is incorporated in this form.

2. Article 4 of the Articles of Continuance is amended by the deletion thereof and of the provisions of Schedule 1 thereto and by the replacement thereof with the following:

Not applicable.

3. Article 8 of the Articles of Continuance is amended by the deletion of Schedule 2 thereto and by the replacement thereof with the following:

The annexed Schedule 2 is incorporated in this form.

Dete	Signeture.	Description of Office – Descrip	tion du poste	
FOR DEPARTMENTAL USE ONLY	100.7007	À L'USAGE DU MINIS	TERE SEULEMENT	
CCA-1387 (9-82)		Filed — Déposée	5-10-84	

SCHEDULE 1

- 3.1 The Corporation may issue an unlimited number of Common Shares (hereinafter called the "Common Shares") and an unlimited number of Preferred Shares (hereinafter called the "Preferred Shares").
- 3.2 The Common Shares shall carry and be subject to the following rights, privileges and conditions:
 - 3.2.1 The holders of Common Shares are entitled to vote at all meetings of shareholders;
 - 3.2.2 The holders of Common Shares are entitled to receive dividends when, as and to the extent declared by the Board of Directors to be payable;
 - 3.2.3 In the event of a bankruptcy, winding-up, dissolution or liquidation and dissolution of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation, after payment to the holders of the Preferred Shares of the amounts payable with respect to such Preferred Shares.
- 3.3 The Preferred Shares shall carry and be subject to the following rights, privileges and conditions:
 - 3.3.1 Preferred Shares may be issued from time to time and at any time in one or more series, each of which series shall consist of such number of Preferred Shares as the Board of Directors of the Corporation may determine be resolution before the issuance thereof;
 - 3.3.2 By resolution adopted before the issuance of each series of Preferred Shares, and subject always to the following conditions and the provisions of the Canada BUsiness Corporations Act, the Board of Directors may determine the description of each series of Preferred Shares, as well as the rights, privileges and conditions attached thereto, and, without restricting the generality of the foregoing, the Board of Directors of the Corporation may determine
 - 3.3.2.1 the rate of preferred dividends, cumulative or non-cumulative, the amounts of payment, the date or dates of payment, the place or places of payment and the date after which such dividends shall accumulate, as the case may be;
 - 3.3.2.2 the right of the Corporation to purchase or redeem the Preferred Shares of any series in accordance with the provisions of the Canada Business Corporations Act, as well as the purchase or redemption price thereof;



- 3.3.2.3 the rights of the holders of Preferred Shares of a certain series to deposit such shares with the Corporation for redemption and to force the Corporation to effect such redemption;
- 3.3.2.4 the rights of conversion or exchange for any Preferred Shares in a certain series into or for shares of another series or class;
- 3.3.2.5 the terms and conditions of any share purchase fund or sinking fund for a series of Preferred Shares;
- 3.3.2.6 the restrictions, if any, imposed on the payment of dividends on Common Shares; subject always to the issuance by the Director of Corporations of a Certificate of Amendment to the Articles of Incorporation in accordance with the Canada Business Corporations Act.
- 3.3.3 No dividend shall be declared, paid, or set aside for future payment on Common Shares during any fiscal year of the Corporation unless, during such fiscal year, the prescribed dividends for any series of Preferred Shares (including any accumulated dividends) have been declared, paid or set aside for future payment on all issued and outstanding Preferred Shares;
- winding-up, of bankruptcy, the event 3.3.4 In the Corporation, or of any other dissolution of the Corporation, or of any other distribution of capital, no sum shall be paid to nor shall any assets be distributed among the holders of the Common Shares until there shall have been paid to the holders of Preferred Shares a price equal to the consideration received for each issued and outstanding Preferred Share together with all dividends declared thereon and unpaid and the holders of the Preferred Shares shall be entitled to be paid equally and rateably all such monies out of the assets of the Corporation and no more, and the remaining assets and funds of the Corporation shall be divided among and paid to the holders of the Common Shares in accordance with their respective rights;
- 3.4.5 The Preferred Shares in any series rank equally with the Preferred Shares in all other series with regard to the payment of dividends and the distribution of the assets of the Corporation in the event of the winding-up of the Corporation or any other distribution of capital; the holders of Preferred Shares in any series participate pro-rata in the payment of cumulative dividends and the refund of capital, in the event that such payment or refund has not been effected for the entire series.

3.4.6 Except as provided in the Canada Business Corporations Act, the Preferred Shares shall not entitle their holders to receive notice of, attend or vote at meeting of the shareholders of the Corporation.

SCHEDULE 2

- 8.1 Without in any way limiting the powers conferred on the directors by the Canada Business Corporations Act, the directors of the Corporation may from time to time without authorization from the shareholders:
 - 8.1.1 borrow money upon the credit of the Corporation;
 - 8.1.2 limit or increase the amount to be borrowed;
 - 8.1.3 issue, reissue, sell or pledge debt obligations of the Corporation for such sums and at such prices as may be deemed expedient;
 - 8.1.4 subject to section 42 of the Canada Business Corporations Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - 8.1.5 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.



Certificate of Continuance

Certificat de continuation

Canada Business Corporations Act Loi sur les corporations commerciales canadiennes

GOODFELLOW LUMBER LTD. BOIS GOODFELLOW LTEE

Name of Corporation - Nomide la corporation

44803

Number - Numéro

I hereby certify that the abovementioned Corporation was continued under Section 181 of the Canada Business Corporations Act as set out in the attached articles

of Continuance_

Je certifie par les présentes que la corporation mentionnée ci-haut a été continuée en vertu de l'article 181 de la Loi sur les corporations commerciales canadiennes, tel qu'indiqué dans les statuts de continuation ci-joints.

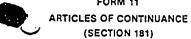
Deputy

/ - Adioin:

November 30, 1978
Lie Jana Day-embre Jana 8

. CORPORATIONS ACT

FORM 11



COMMERCIALES CANADIENNES FORMULE 11

STATUTS DE CONTINUATION (ARTICLE 181)

GOODFELLOW LUMBER LTD. 2- The place in Canada where the registered office is to be situated The Urban Community of Montreal, Province of Quebec 3- The classes and any maximum number of shares mail the corporation is authorized to issue An unlimited number of common Shares. 4- Restrictions if any on share transfers The annexed Schedule 1 is incorporation in this form. 5- Number (or immunum and maximum number) of carefors Minimum 1 - maximum 11 Not applicable Non applicable The annexed Schedule 2 is incorporation may carry on The annexed Schedule 2 is incorporation may displaced by a fine of the provisions if any Autres dispositions sit y lieu L'annexe 1 ci-jointe fait partie BOIS GOODFELLOW LTEE Lieu au Canada out doit circ study to experience a charge of the marked in province de Québec Cathigories et fout number maximal discussions que la corporation est autories a chieffe de sactions que la corporation est autories a chieffe de sactions sur le transfert des actions due la corporation est autories a chieffe d'actions ordinaires. Restrictions sur le transfert des actions actions portinaires. Restrictions sur le transfert des actions sur le transfert des actions sur le transfert des actions actions portinaires. Nontaine d'actions actions que la corporation maximum number) of actions acti	(SECTION 181)	(ARTICLE 181)
The Urban Community of Montreal, Province of Quebec The Urban Community of Montreal, Province of Quebec The Classes and any maximum number of shares mat the corporation is authorized to issue An unlimited number of common shares. The annexed Schedule 1 is incorporated in this form. The annexed Schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 1 is incorporated in this form. The annexed schedule 2 is incorporated in this form. The annexed schedule 2 is incorporated the compositions if any annexed schedule 2 is incorporated the compositions in the composition is in the composition in the compositi	1 - Name of Corporation	Nom de la corporation
The Urban Community of Montreal, Province of Quebec 3-The classes and any maximum number of shares that the corporation is authorized to issue An unlimited number of common shares. 4-Restrictions if any on share transfers The annexed Schedule 1 is incorporated in this form. 5-Number (or minimum and maximum number) of directors Manimum 1 - maximum 11 maximum 12 maximum 11 maximum 12 maximum 11 maximum 12 maximum 11 maximum 12 maximum 13 minimum 1 maximum 12 maximum 13 minimum 1 maximum 13 minimum 1 maximum 14 maximum 15 maximum 1	GOODFELLOW LUMBER LTD.	BOIS GOODFELLOW LTEE
Province of Quebec 3-The classes and any maximum number of shares that the corporation is authorized to issue An unlimited number of common share transfers An unlimited number of common shares. 4-Restrictions if any on share transfers The annexed Schedule I is incorporated in this form. 5-Number (or minimum and maximum number) of directors Minimum 1 — maximum 11 Restrictions if any on businesses the corporation may carry on Non-applicable Non-applicable 7-If change of name effected, previous name Not-applicable The annexed Schedule 2 is incor- The annexed Schedule 2 is incor- L'annexe 1 ci-jointe fait partie intégrante de la présente. Si changement de nome atté opéré, nom antérieur Non-applicable L'annexe 1 ci-jointe fait partie L'annexe 2 ci-jointe fait partie Si changement de nome atté opéré, nom antérieur Non-applicable L'annexe 1 ci-jointe fait partie L'annexe 1 ci-jointe fait partie L'annexe 1 ci-jointe fait partie	2 - The place in Canada where the registered office is to be situated	Lieu au Canada ou doit être situr le siege social
An unlimited number of common share it ansiers and any on share transfers The annexed Schedule 1 is incorporated in this form. Besinctions of any on share transfers and any on share transfers and any on the fact that is incorporated in this form. Besinctions were transferred actions strive being actions strive being actions strive being actions strive being actions the corporation may carry on applicable Non applicable Common applicable Pulchange of name effected, previous name Not applicable Common applicable Non applicable Common action action action action and actions a strive being actions and actions acti	The Urban Community of Montreal, Province of Quebec	La Communauté urbaine de Montréal, province de Québec
A-Restrictions if any on share transfers The annexed Schedule 1 is incorporated in this form. Bestrictions will be transfer des actions sit value. L'annexe 1 ci-jointe fait partie intégrante de la présente. Nombre (or minimum and maximum number) of directors Minimum 1 — maximum 11 Restrictions if any on businessers the corporation may carry on Not applicable Non applicable It change of name effected, previous name Not applicable Non applicable Autres dispositions s'il y lieu The annexed Schedule 2 is incorporated L'annexe 1 ci-jointe fait partie	3 - The classes and any maximum number of shares that the corporation is authorized to issue	Calegories et tout nombre maximal d'actions que la corporation est autorisce à canettre
The annexed Schedule 1 is incorporated in this form. L'annexe 1 ci-jointe fait partie intégrante de la présente. Nombre (or minimum and maximum number) of directors Minimum 1 — maximum 11 Restrictions d'any on businesses the corporation may carry on peut exploiter, s'il y a lieu Not applicable Non applicable Non applicable Non applicable Si changement de nom a été opéré, nom antérieur Non applicable Autres dispositions s'il y lieu The annexed Schedule 2 is incor— L'annexe 1 ci-jointe fait partie		
porated in this form. 5-Number (or minimum and maximum number) of directors Minimum 1 - maximum 11 Restrictions dany on businesses the corporation may carry on Not applicable Non applicable Non applicable Si changement de nom a été opéré, nom antérieur Non applicable Autres dispositions s'il y lieu The annexed Schedule 2 is incor- L'annexe 1 ci-jointe fait partie	•	
Minimum 1 - maximum 11 Restrictions if any on businesses the corporation may carry on peut exploiter, s'if y a lieu Not applicable Non applicable Non applicable Si changement de nom a été opéré, nom antérieur Non applicable Other provisions if any Autres dispositions s'il y lieu L'annexe 1 ci-jointe fait partie		
Minimum 1 - maximum 11 Restrictions dany on businesses the corporation may carry on peut exploiter, s'it y a lieu Not applicable Non applicable Not applicable Si changement de nom a été opéré, nom antérieur Not applicable Non applicable Autres dispositions s'il y lieu The annexed Schedule 2 is incor- L'annexe 1 ci-jointe fait partie	5 - Number (or minimum and maximum number) of directors	Nombré (ou compre menunum et myourpour et setment dour
Not applicable Not applicable Non applicable Non applicable Non applicable Si changement de nom a été opéré, nom antérieur Not applicable Non applicable Other provisions if any Autres dispositions s'il y lieu L'annexe l ci-jointe fait partie	Minimun l - maximum ll	•
- If change of name effected, previous name Not applicable Non applicable - Other provisions if any Autres dispositions s'il y lieu The annexed Schedule 2 is incor- L'annexe l ci-jointe fait partie	- Restrictions if any on businesses the corporation may carry on	Restrictions imposées quant aux entreprises que la corporation
Not applicable Non applicable Autres dispositions s'il y lieu The annexed Schedule 2 is incor- L'annexe l ci-jointe fait partie	Not applicable	Non applicable
Autres dispositions s'il y lieu The annexed Schedule 2 is incor- L'annexe l ci-jointe fait partie	- If change of name effected, previous name	Si changement de nom a été opéré, nom antérieur
The annexed Schedule 2 is incor- L'annexe l ci-jointe fait partie	Not applicable	
=	3 — Other provisions if any	Autres dispositions s'il y lieu
roi and an entre l'orm.	The annexed Schedule 2 is incorporated in this form.	L'annexe l ci-jointe fait partie intégrante de la présente.

Signature

Description of Office - Description du poste

Filed - Deposee

November 21, 1978

FOR DEPARTMENTAL USE ONLY Corporation No. - No de la corporation

44803

Vice-President and Treasurer

A L'USAGE DU MINISTÈRE DE ULEMENT.

CCA-1391 (2.78)

December 6, 1978
Le 6 décembre 1978

SCHEDULE I

4.1 No shares of the capital stock of the Corporation shall be transferred without the approval of the directors evidenced by resolution of the Board, provided that approval of any transfer of shares may be given as aforesaid after the said transfer has been effected upon the books of the Corporation, in which event, unless the said resolution stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of entry upon the books of the Corporation.

A. Nov 21/28

ANNEXE 1

4.1 Aucune action du capital-actions de la corporation ne doit être transférée sans l'approbation des administrateurs attestée par une résolution du conseil d'administration; l'approbation d'un transfert d'actions peut être donnée tel que susdit après que le transfert a été inscrit dans les livres de la corporation, auquel cas, à moins que ladite résolution stipule autrement, ledit transfert est valide et entre en vigueur à la date de son inscription dans les livres de la corporation.

Misselpe

SCHEDULE 2

- 8.1 The number of shareholders of the Corporation shall be limited to fifty (50), not including persons who are in the employment of the Corporation and 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, two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder.
- 8.2 Any invitation to the public to subscribe for any securities of the Corporation shall be prohibited.
- 8.3 The board of directors may, without authorization of the shareholders:
 - 8.3.1 borrow money upon the credit of the Corporation;
 - 8.3.2 issue, re-issue, sell or pledge debt obligations of the Corporation;
 - 8.3.3 subject to the provisions of law, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - 8.3.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

1. Nov 21/28

ANNEXE 2

- 8.1 Le nombre des actionnaires de la corporation est limité à cinquante (50), ce nombre ne comprenant pas toute-fois les personnes qui sont à l'emploi de la corporation ou des personnes qui, ayant déjà été à l'emploi de la corporation, étaient, pendant tel emploi, des actionnaires de la corporation et ont continué à l'être après la fin de leur emploi, deux (2) ou plusieurs personnes détenant conjointement une (1) ou plusieurs actions étant comptées comme un seul actionnaire.
- 8.2 Toute invitation au public pour la souscription à des valeurs mobilières de la corporation est prohibée.
- 8.3 Le conseil d'administration peut, sans l'autorisation des actionnaires:
 - 8.3.1 contracter des emprunts, à même le crédit de la corporation;
 - 8.3.2 émettre, réémettre, vendre ou donner en gage les titres de créance de la corporation;
 - 8.3.3 sous réserve des dispositions de la loi, garantir, au nom de la corporation, l'exécution d'une obligation à la charge d'une autre personne; et
 - 8.3.4 grever d'une sûreté, notamment par hypothèque, tout ou partie des biens, présents ou futurs, de la corporation, afin de garantir ses obligations.

A. Narufré



CANADA

LETTERS PATENT

WHEREAS an application has been filed to incorporate a company under the name
GOODFELLOW LUMBER SALES LTD.
(As a Private Company)

THEREFORE the Minister of Consumer and Corporate Affairs, by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become shareholders in the company hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

GIVEN AT OTTAWA, under my seal of office, this eighteenth day of January, one thousand nine hundred and seventy-two.

for the Minister of Consumer and Corporate Affairs

RECORDED 26th January, 1072.

Film 202 Document 48

Deputy Registrar General of Canada

APPLICATION FOR INCORPORATION OF A COMPANY UNDER PART I OF THE CANADA CORPORATIONS ACT.

To the Minister of Consumer and Corporate Affairs of

The application of

ANTOINE PARE,

695 Grosvenor Avenue,

Westmount, P.Q.

Lawyer;

PETER A. HOWLETT

476 Mountain Avenue,

Westmount, P.Q. Businessman;

CHARLOTTE ROUX

3281 Forest Hill,

Montreal, P.Q. Receptionist;

NELLY AWAD

11786 De Meulles,"

Montreal 390, P.Q. Secretary;

SUSAN ALCOCK

4311 Old Orchard, Montreal 260, P.Q.

Secretary.

respectfully sheweth as follows:

The undersigned applicants, who are of the full age of twenty-one years, with power under law to contract, are desirous of obtaining letters patent under the provisions of Part I of the Canada Corporations Act constituting your applicants and such others as may become shareholders in the Company thereby created a body corporate and politic under the name of

"GOODFELLOW LUMBER SALES LTD."

or such other name as shall appear to you to be proper in the premises.

The undersigned have satisfied themselves and are assured that the proposed corporate name under which incorporation is sought is not the name or similar to the name under which any other known company, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembling that name as to be calculated to deceive except that of

"GOODFELLOW LUMBER LIMITED"

whose consent to the use of the said name by the Company is transmitted herewith and that it is not a name which is otherwise on public grounds objectionable.

2

The purposes for which incorporation of the Company is sought are to carry on in all their respective branches the businesses of lumber merchants, mill owners and general dealers, either wholesale or retail, in lumber of all categories and any products whatsoever generally used in the building business and to buy, acquire, lease sell, dispose of, manufacture, produce, repair, alter, import, export, exchange or otherwise deal in same.

The Head office of the Company will be situated at Ville St. Naurent - 101 Stinson Roulevard, in the Province of Quebec.

The capital stock of the Company shall consist of four thousand (4,000) eight percent (8%) non-cumulative redeemable preferred shares of the par value of one hundred dollars (\$100.00) each and six hundred thousand (600,000) common shares without nominal or par value, provided, however, that the consideration for the issue of the said six hundred thousand (600,000) common shares without nominal or par value which may from time to time be fixed by the board of directors of the Company, shall not exceed in money or money's worth an aggregate value of six hundred thousand dollars (\$600,000.00) or such greater amount as may be authorized by the Minister of Consumer and Corporate Affairs upon payment of the requisite fee applicable for such greater amount.

The said eight per cent (8%) non-cumulative redeemable preferred shares and the said common shares shall respectively carry and be subject to the following rights, preferences, priorities, privileges, limitations restrictions and conditions:

- DIVIDENDS

The holders of record of the said preferred shares shall be entitled to receive in each fiscal year of the Company, when and as declared by the board of directors, out of the surplus or net profit of the Company, fixed non-cumulative preferential dividends at the rate of but not exceeding eight per cent (8%) per annum on the capital for the time being paid up thereon, payable at such times and in such amounts and at such place or places in Canada as the board of directors may from time to time determine. The said dividends at the rate of eight per cent (8%) per annum on the said preferred shares shall be non-cumulative and if in any fiscal year the board of directors in its discretion shall not declare the said dividends or any part thereof on the said preferred shares then the rights of the holders thereof to such dividends or to any greater dividend than the dividends actually declared for such fiscal year shall be forever extinguished. No dividends shall at any time be declared, paid or set apart for payment in any fiscal year of the Company upon the common shares of the Company unless the prescribed dividend on all then outstanding preferred share: shall have been declared, paid or set apart for payment during such fiscal year of the Company.

merantes.

_

PURCHASE FOR CANCELLATION

Subject to the provisions of subsection (3) of section 52 or of section 62 of the Canada Corporations Act, the Company, by resolution of the board of directors, shall have the right at its option to purchase for cancellation at any time all or from time to time any of the said preferred shares pursuant to tenders or with the consent of all the holders of said preferred shares, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the redemption price of the said preferred shares hereinafter specified, provided, however that in the case of purchase of shares pursuant to tenders the Company shall give notice to all the holders of said preferred shares in the manner prescribed in the by-laws of the Company of its intention to invite tenders and shall, if two (2) or more tenders of said preferred shares at the same price be received, which shares when added to any shares already tendered at a lower price or prices aggregate more than the number of shares to be purchased at such time, pro-rate among the shareholders submitting such tenders at the same price the number of shares necessary to complete the number of shares to be purchased at such time. From and after the date of such purchase of any said preferred shares, the certificates representing such shares shall be cancelled and such shares shall not be reissued If such purchase is made under the provisions of subsection (3) of section 52, the shares so purchased shall be cancelled and the capital stock of the Company shall be decreased accordingly upon due compliance with the provisions of section 63 of the said Act.

3. -

REDEMPTION

Subject to the provisions of subsection (3) of section 52 or of section 62 of the Canada Corporations Act, the Company, by resolution of the board of directors, shall have the right at any time to redeem all or from time to time to redeem any of the said preferred shares, upon giving notice as hereinafter provided, on payment of the redemption price, viz., the amount of capital paid up on the said preferred shares to be redeemed plus an amount equal to any dividends then declared thereon and remaining unpaid. In case a part only of the then outstanding said preferred shares is at any time to be redeemed the shares so to be redeemed shall be selected, as nearly as may be, pro rata from among the holders of all the then outstanding said preferred shares, provided that, with the consent of all such holders, such selection may be made in any manner whatsoever, which may include the selection of all or any of the shares of any particular holder or The Company shall, at least sevon (7) days prior to the date fixed for redemption, mail to each person who, at the date of such mailing, is a registered holder of said preferred shares to be redeemed, notice of the intention of the Company to redeem such shares held by such registered holder; such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the books of the Company or, in the event of the address of any such holder not appearing on the books of the Company, then to the last known address of such holder, and shall set out the number of said preferred shares so to be reducmed held by the person to whom it is addressed, the redemption price, the date on which redemption is to

take place and the place or places fixed for payment of the redemption price. On or after the date so specified for redemption the Company shall pay or cause to be paid the redemption price to the registered holders of the said preferred shares to be redeemed, on presentation and surrender of the certificates for the shares; so called for redemption at the place or places specified in such notice, and the certificates for such preferred shares shall thereupon be cancelled and redemp tion of the said preferred shares represented thereby shall thereupon be and be decimed to be complete; from and after the date specified for redemption in such notice the holders of such preferred shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the redemption price, unless payment of the redemption price shall not be made by the Company in accordance with the foregoing provisions, in which case the rights of the holders of such preferred shares shall remain unimpaired. Shares redeemed as aforesaid shall not be reissued. If such redemption is made under the provisions of subsection (3) of section 52, the shares so redeemed shall be cancelled and the capital stock of the Company shall be decreased accordingly upon due compliance with the provisions of section 63 of the said Act.

RETURN OF CAPITAL

In the event of the liquidation, dissolution or winding up of the Company, whother voluntary or otherwise, or on any distribution of assets other than by way of dividends, the holders of the said preferred shares shall be entitled to receive, for each said preferred share outstanding, the amount paid up thereon, plus an amount equal to all dividends declared thereon and unpaid, in priority to any distribution to the holders of common shares. The holders of the said preferred shares shall not be entitled to share any further in the distribution of the assets of the Company.

V O T I N G

5.-

Except as otherwise in paragraph (7) hereof expressly provided, the holders of the said preferred shares shall not, as such, have any right to receive notice of or to attend or vote at meetings of shareholders of the Company unless and until the Company from time to time shall fail, for a period of two (2) consecutive years, to pay a dividend of eight per cent (8%) per annum on the said preferred shares. Thereafter until such time as the Company shall have paid a dividend of eight per cent (8%) on the said preferred shares in a fiscal year of the Company, the holders of the said preferred shares shall be entitled to receive notice of meetings of shareholders and to attend and vote thereat and shall have one (1) vote in respect of each said preferred share held by them respectively.

6.- The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company and shall have one (1) vote in respect of each common share held by them.

7.- The provisions contained in the foregoing paragraphs (1) to (6) both inclusive, and in this paragraph (7) shall not be repealed, modified or altered nor shall any class of shares having priority over or equality with the said preferred shares in respect of dividends or in case of liquidation be created, nor shall any increase in the number of the said preferred sahres be made, unless effected by by-law of the Company duly enacted and sanctioned as then required by law and in addition approved by at least three-fourths (3) of the votes case at a special general meeting of the

Your applicants request that the Company be incorporated as a private company with the following restrictions on the transfer of shares:

holders of the then outstanding proferred shares duly called for considering the said by-law, in addition to such other vote which may be required by the Canada Corporations Act and confirmed by supplementary letters

- (1) No shares in the capital stock of the Company shall be transferred without the consent of the Board of Directors expressed by resolution.
- (2) The number of shareholders of the Company shall be limited to fifty (50), not including persons who are in the employment of the Company and persons, who, having been formerly in the employment of the Company were, while in that employment, and have continued after the determination of that employment to be shareholders of the Company, two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder.
- (3) Any invitation to the public to subscribe for any shares or debentures of the Company shall be prohibited.

And your applicants request that the following provisions may be contained in the letters patent:

The Company may pay a commission to am person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the capital stock of the Company or procure subscriptions, whether absolute or conditional, for any such shares, provided, however, that, if such shares are of a par value, such commission, whether in the form of money or of shares, shall not exceed ten per cent (10%) of the amount realized therefrom, and, if such shares are without nominal or par value, such commission, if in the form of money, shall not exceed 10% (ten per cent) of the consideration for which such shares are issue and, if in the form of shares, shall not exceed ten per cent (10%) of the number of shares subscribed for.

The shareholders of the Company may from time to time by a three-fifths (3/5) vote remove any director or directors before the expiration of his or their period of office

5 (A)

and appoint any qualified person or persons in his or their stead for the balance of his or their term at a special general meeting of which notice specifying the intention to pass such resolution shall have been given.

For the amount of any dividend which the directors may lawfully declare payable in money they may declare a stock dividend and issue therefor sha res of the Company as fully paid or may credit the amount of such dividend on the shares of the Company already issued but not fully paid and the liability of the holders of such shares shall be reduced by the amount of such dividend.

And, in accordance with the provisions of section 65 of the said Act, it is declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the shareholders duly called for considering the by-law, the directors of the Company may from time to time

- (a) borrow money upon the credit of the Company;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Company;
- (d) pledge or sell such debenetures or other securities fro such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Company by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable, property of the Company and the undertaking and rights of the Company.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corpany to such extend and in such manner as may be set out in such by-law.

Nothing in this section limits or restricts the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Company.

SENT BY: INDUSTRIE CANADA

The name, the address and the calling of each of the applicants are as follows:

ANTOINE PARE, .

695 Grosvenor Avenue,

Westmount, P.Q.

Lawyer;

PETER A. HOWLETT

476 Mountain Avenue,

Westmount, P.Q.

Businessman;

CHARLOTTE ROUX

3281 Forest Hill,

Montreal, P.Q. Receptionist;

NELLY AWAD

11786 De Meulles, Montreal 390, P.Q.

Secretary;

SUSAN ALCOCK.

4311 Old Orchard, Montreal 260, P.Q.

Secretary.

The said applicants will be the first directors of the Company.

Your applicants do hereby severally, and not one for the others or other, subscribe for and agree to take the respective shares in the capital stock of the Company set opposite our respective names as hereunder and hereafter written and to become shareholders in the Company to the said amount.

> ANTOINE PARE one (1) common share at \$1.00 eac PETER A. HOWLETT one (1) common share at \$1.00 c CHARLOTTE ROUX one (1) common share at \$1.00 eac one (1) common share at \$1.00 eac one (1) common share at \$1.00 eac NELLY AWAD SUSAN ALCOCK

The undersigned therefore request that a charter be granted constituting them, and such other persons as hereafter become shareholders in the Company, a body corporate and politic for the purposes above set forth.

DATED at Montreal, Province of Quebec, this day of

ANTOINE PARE

JEUSAN ALCOCK