Industry Canada Industrie Canada

Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi régissant les sociétés par actions de régime fédéral

3070352 CANADA INC.

Name of corporation-Dénomination de la société

307035-2

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi régissant les sociétés par actions de régime fédéral*.

Director - Directeur

September 22, 1994/le 22 septembre 1994

Date of Incorporation - Date de constitution

Canada

7530-21-936-2140 (12-93)

Canada Business Corporations Act

FORM 1
ARTICLES OF INCORPORATION
(Section 6)

1. Name of corporation

3070352 CANADA INC.
CANADA INC.

2. The place in Canada where the registered office is to be situated

THE URBAN COMMUNITY OF MONTREAL

3. The classes and any maximum number of shares that the corporation is authorized to issue

SEE SCHEDULE 1 ANNEXED HERETO

4. Restrictions if any on share transfers

No shares of the capital of the Corporation shall be transferred unless and until such transfer shall be approved by the board of directors

5. Number (or minimum and maximum number) of directors
MINIMUM 1, MAXIMUM 10

6. Restrictions if any on business the corporation may carry on

NONE

7. Other provisions if any

SEE SCHEDULE 2 ANNEXED HERETO

8. Incorporators

Name(s)	Address (include postal code)	Signature
TED J. LEBOVICS	6 COLCHESTER ROAD HAMPSTEAD, Quebec H3X 3V2	[signature]

FOR DEPARTMENTAL USE ONLY

Corporation No.	307035-2	Filed	SEP 2 3 1994

SCHEDULE 1

1. The classes and number of shares that the Corporation is authorized to issue are:

Unlimited Class A
Participating, Voting

Unlimited Class B
Participating, Non-voting

Unlimited Class C
1% Monthly, Non-cumulative, Redeemable, Voting,

Unlimited Class D
1% Monthly, Non-cumulative, Redeemable, Non-voting

Unlimited Class E
1% Monthly, Non-cumulative, Redeemable, Retractable, Voting

Unlimited Class F
1% Monthly, Non-cumulative, Redeemable, Retractable, Non-voting

and shall respectively carry and be subject to the following rights, preferences, priorities, privileges, limitations, restrictions and conditions.

2. The Class A and Class B shares shall rank pari passu, shall be participating and as such, subject to the priority conferred on the Class C, Class D, Class E and Class F shares as regards to dividends and return of capital in the event the Corporation will be wound-up or liquidated and as hereinafter stipulated, shall be entitled to participate in profits or assets and shall be entitled to receive the remaining assets of the Corporation in the event the Corporation is wound-up or liquidated.

3. By resolution of the Board of Directors a fixed 1%, per month, non-cumulative, preferential dividend may be declared on the Class C shares for any fiscal year of the Corporation on the amount paid up thereon, the stated capital thereof and/or the value received therefor, as the case may be, payable out of the profits or surplus funds of the Corporation properly available for the payment of dividends, provided such dividend shall be declared prior to the annual meeting of the shareholders of the Corporation which follows the termination of the fiscal period in question. Should the Board of Directors not declare any dividends during such fiscal period, then the right of the holders of said Class C shares to such dividend for such fiscal year shall be forever extinguished.

4. By resolution of the Board of Directors a fixed 1%, per month, non-cumulative, preferential dividend may be declared on the amount paid up on the said Class D shares for any fiscal year of the Corporation payable out of the profits or surplus funds of the Corporation properly available for the payment of dividends, provided such dividend shall be declared prior to the annual meeting of the shareholders of the Corporation which follows the termination of the fiscal period in question. Should the Board of Directors not declare any dividends during such fiscal period, then the right of the holders of said Class D shares to such dividend for such fiscal year shall be forever extinguished.

5. By resolution of the Board of Directors a fixed 1%, per month, non-cumulative, preferential dividend may be declared on the amount paid up on the said Class E shares for any fiscal year of the Corporation payable out of the profits or surplus funds of the Corporation properly available for the payment of dividends, provided such dividend shall be declared prior to the annual meeting of the shareholders of the Corporation which follows the termination of the fiscal period in question. Should the Board of Directors not declare any dividends during such fiscal period, then the right of the holders of said Class E shares to such dividend for such fiscal year shall be forever extinguished.

6. By resolution of the Board of Directors a fixed 1%, per month, non-cumulative, preferential dividend may be declared on the amount paid up on the said Class F shares for any fiscal year of the Corporation payable out of the profits or surplus funds of the Corporation properly available for the payment of dividends, provided such dividend shall be declared prior to the annual meeting of the shareholders of the Corporation which follows the termination of the fiscal period in question. Should the Board of Directors not declare any dividends during such fiscal period, the right of the holders of said Class F shares to such dividend for such fiscal year shall be forever extinguished.

7. No dividends may be declared and paid in respect of any Class A and Class B shares for any fiscal year of the Corporation before the preferential dividends on the Class C, Class D, Class E and Class F shares hereinabove stipulated have been declared and paid.

8. The capital paid up on the said Class C, Class D, Class E and Class F shares shall not be subject to cancellation or reduction in consequence of or with respect to any loss or depreciation of any of the property or assets of the Corporation.

9. In the event of the Corporation being wound-up or liquidated, the net assets of the Corporation shall be applied:

<u>FIRST</u> in repayment of the capital paid up on the Class C shares plus an amount equal to any dividends declared and unpaid thereon.

<u>SECOND</u> in repayment of the capital paid on the Class D shares plus an amount equal to any dividends declared and unpaid thereon.

<u>THIRD</u> in repayment of the capital paid up on the Class E shares plus an amount equal to any dividends declared and unpaid thereof.

<u>FOURTH</u> in repayment of the capital paid up on the Class F shares plus an amount equal to any dividends declared and unpaid thereon.

10. Except as hereinabove stipulated the said Class C, Class D, Class E and Class F shares shall not otherwise confer any right to participate in profits or assets.

11. The Class A, Class C and Class E shares shall confer voting rights, to wit, one vote per share.

12. The Class B, Class D and Class F shares shall not confer voting rights.

13. At any time, or from time to time, by resolution of the Board of Directors of the Corporation, all or any part of the said Class C, Class D, Class E or Class F shares at that time outstanding may be redeemed by the Corporation on the date fixed by such resolution at the amount paid up thereon, the stated capital thereof and/or the value received therefor, as the case may be, plus any declared and unpaid dividends. If less than all of the outstanding Class C, Class D, Class E or Class F shares are so called for redemption, the shares so to be redeemed shall be selected pro-rata to the holdings of the holders of all of the Class C, Class D, Class E or Class F shares outstanding.

14. Subject to the provisions of THE CANADA BUSINESS CORPORATIONS ACT and as hereinafter provided, each holder of record of Class E and/or Class F shares shall be entitled on the 1st day of each month to tender by notice in writing, delivered to the Corporation, all or any part of the Class E and/or Class F shares then held by such shareholder for purchase by the Corporation at a price equal to the amount paid up thereon, the stated capital thereof and/or the value received therefor, as the case may be, together with all dividends declared thereon but unpaid. The Corporation shall within 30 days of receipt of any such notice accept and purchase all of the Class E and/or Class F shares so tendered provided that the holder of such shares shall have deposited the certificate(s) representing such shares with the

Secretary of the Corporation at the time of the delivery of the notice hereinabove referred to.

Notwithstanding the foregoing, the Corporation shall only be obliged to purchase such Class E and/or Class F shares so tendered to the extent that such purchase would not be contrary to any applicable law, and if such purchase of any such Class E and/or Class F shares could be contrary to any applicable law, the Corporation shall only be obliged to purchase such Class E and/or Class F shares to the extent that the moneys applied thereto shall be such amount (rounded to the next lower multiple of $100.00) as would not be contrary to law, in which case the Corporation shall pay to each holder requesting such redemption, his pro-rata share of the purchase moneys allocable and shall cause to be issued to such holder a new share certificate, at the expense of the Corporation, representing the Class E and/or Class F shares held by such shareholder and not purchased by the Corporation.

SCHEDULE 2

OTHER PROVISIONS

1. The Corporation may purchase or otherwise acquire shares issued by it.

2. The number of shareholders is limited to fifty, 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 having continued after the termination of that employment to be shareholders of the Corporation; two or more persons holding one or more shares jointly, being counted as a single shareholder.

3. The shares of the Corporation may not be transferred, sold or otherwise alienated by the holders thereof without the prior written consent of the majority of the Board of Directors as evidenced by a resolution of the Directors.

4. Any invitation to the public to subscribe for any shares or securities of the Corporation is prohibited.

5. The directors of the Corporation may, without authorization from the shareholders:-

(a) borrow money upon the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation; and

(c) charge, mortgage, hypothecate, pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immoveable property of the Corporation, including books debts, rights, powers, franchises and undertakings, to secure any debt obligations, or any money borrowed, or other debt or liability of the Corporation.

Nothing herein limits or restricts 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.

BY-LAW NUMBER 1

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF:

3070352 CANADA INC.

1. INTERPRETATION

1.01 DEFINITIONS OF THE BY-LAWS. Unless there exists an express disposition which contradicts the following definitions or unless the context requires, the expression

"Act" designates THE CANADA BUSINESS CORPORATIONS ACT and any amendment thereto, including any act that may replace it;

"Articles" designates the articles of the Corporation, including any amendment thereto;

"By-laws" designates the present by-laws as well as any other by-law actually in force, and including any amendments to the said by-laws;

"Directors" designates the Board of Directors and includes the sole director;

"Person", where required, shall include a body corporate, partnership, trust, or any number or aggregate of persons.

1.02 Where required, words importing the singular number only shall include the plural and vice versa; and words importing the masculine gender shall include the feminine and neuter genders.

1.03 If there is only one (1) officer, director or shareholders, or an officer, director or shareholder is a female or a Corporation, resolutions of directors and shareholders shall be read with all grammatical changes appropriate by reason thereof.

2. PRIMACY

In case of inconsistency between the Act, the unanimous shareholders agreement, the articles or the by-laws, the Act prevails over the unanimous shareholders agreement, the articles and by-laws, the unanimous shareholders agreement prevails over the articles and by-laws, and the articles prevail over the by-laws.

3. **REGISTERED OFFICE**

The registered office of the Corporation is located in CANADA within the place specified in the articles of the Corporation at the address fixed by the directors, by resolution, in accordance with the Act.

4. **FISCAL YEAR**

The fiscal year of the Corporation shall be as determined by the directors from time to time.

5. **CORPORATE SEAL**

The form and tenor of the corporate seal shall be determined by the directors and may be amended by resolution.

6. **MEETINGS OF SHAREHOLDERS**

6.01 Meetings of shareholders of the Corporation shall be held at the registered office of the Corporation, or elsewhere as the directors determine.

6.02 Notice of the time and place of a meeting of shareholders and the nature of any special business to be transacted, together with the text of any special resolution to be submitted to the meeting, shall be sent to each shareholder entitled to vote at the meeting, to each director and to the auditor of the Corporation. Such notice shall be sent not less than twenty-one (21) days nor more than fifty (50) days before the meeting.

6.03 Notwithstanding clause 6.02, any meeting of shareholders, either annual or special, may be held at any time and place without notice if all the shareholders of the Corporation entitled to vote at the meeting are present thereat. At such meeting, any business may be transacted which the shareholders may transact at annual or special meetings.

6.04 Notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived by any shareholder or by the duly appointed proxy of any shareholder. Without limiting the generality of the foregoing, any shareholder or the duly appointed proxy of any shareholder may consent in writing to a meeting being held or having been held in their absence without notice and without a quorum and such meeting shall be deemed to be validly and legally constituted as if a quorum were present.

6.05 A shareholder or any other person entitled to attend a meeting of shareholders may in any manner waive notice of a meeting of shareholders, and attendance of any such person at a meeting of shareholders is a waiver of notice of the meeting except where he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.06 Voting at a meeting of shareholders shall be by show of hands except where a ballot is demanded by a shareholder or proxy holder entitled to vote at the meeting.

6.07 The holders of 50 percent of the shares entitled to vote at a meeting of shareholders present, in person or by proxy, constitutes a quorum.

6.08 Except as otherwise specifically prescribed by law or in any Unanimous Shareholders' Agreement, questions arising at any meeting of shareholders shall be decided by 50 percent of the then issued shares entitled to vote at the meeting. In the case of an equality, the Chairman shall not have a second or casting vote.

6.09 Except in those cases where convocation of the shareholders is required under the Act, the written resolutions signed by all the shareholders entitled to vote on that resolution at a meeting of the shareholders are as valid as if they had been adopted at a meeting of the shareholders. A copy of such resolution is kept with the minutes of the meetings of the sharholders.

6.10 If the Corporation has only one shareholder, or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.

7. SHARES AND CERTIFICATES

7.01 Shares of the capital stock of the Corporation may be allotted at such times and to such persons and for such consideration as the directors may determine.

7.02 Every shareholder of the Corporation shall be entitled upon full payment of the purchase price to a share certificate stating the class and number of shares held by him as shown in the securities register of the Corporation.

7.03 Share certificates shall be in such form as the directors approve by resolution, and such certificates shall be signed by at least one director or officer of the Corporation, or otherwise as the directors direct.

8. **DIRECTORS**

8.01 Except as otherwise specifically prescribed in any Unanimous Shareholders' Agreement and within the limits indicated in the Articles of the Corporation, the number of directors forming the Board shall be equal to the number of persons elected as directors of the Corporation by the shareholders at any annual or special general meeting of the shareholders of the Corporation and the majority of such Board of directors shall constitute a quorum.

8.02 Election of directors shall not be by ballot unless demanded by a shareholder or proxy holder entitled to vote at the meeting.

8.03 Notwithstanding any vacancies, the remaining directors may exercise all the powers of the Board as long as a quorum of the Board remains in office.

8.04 Subject to the provisions of the Act and the Articles of the Corporation, a quorum of directors may fill a vacancy in their number. A director chosen to fill a vacancy holds office for the unexpired term of his predecessor and until his successor is designated.

9. **MEETINGS OF DIRECTORS**

9.01 The directors may meet at any place, and no formal notice shall be necessary if all the directors are present or if those absent have given their written consent to the holding of the meeting in their absence.

9.02 Notice of meetings of directors, where required, shall be delivered, mailed or telegraphed to each director not less than two (2) days before the meeting is to take place. The notice shall specify the time and place as well as the purpose of or the business to be transacted at the meeting.

9.03 A meeting of directors may be called by any director of the Corporation.

9.04 When the Corporation has only one (1) director, that director shall constitute a meeting.

9.05 Questions arising at any meeting of directors shall be decided by a majority of the votes cast on the question, and in case of an equality of votes, the chairman shall not have a second or casting vote.

9.06 The written resolutions signed by all the directors are as valid as if they had been adopted at a meeting of the directors. A copy of such resolutions is kept with the minutes of the meetings of the Board of Directors.

9.07 A director may, if all the directors of the Corporation consent, participate in a meeting of directors by means of such communications facilities as permit all persons participating in the meeting to communicate with each other; and a director participating in such meeting by such means is deemed to be present at that meeting.

10. **OFFICERS**

10.01 The directors may designate the offices of the Corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the business and affairs of the Corporation, subject to the provisions of the Act.

10.02 A director may be appointed to any office of the Corporation; and two or more offices of the Corporation may be held by the same person.

10.03 The terms of employment of officers of the Corporation shall be determined from time to time by the Board of Directors. All officers, in the absence of an express agreement to the contrary with the Corporation, are subject to removal by the Board of Directors at any time with or without cause.

11. **BORROWING**

The directors of the Corporation may from time to time, without the authorization of the shareholders:

(a) borrow money upon the credit of the Corporation on such terms and conditions as they may deem advisable;

(b) issue debentures or other securities of the Corporation or pledge or sell the same on such terms and conditions as they deem advisable;

(c) exercise all the powers of the Corporation to hypothecate, mortgage, pledge, cede or transfer, any property of the Corporation, moveable or immoveable, present or future, to secure any such debentures, securities, loans or other undertakings of the Corporation.

(d) authorize any director, officer, employee of the Corporation or any other person not employed by the Corporation:

(i) to make arrangements for borrowing of money, terms and conditions for repayment and payment of interest;

(ii) to make arrangements in regard to the documents to be signed, executed and delivered by the Corporation to evidence any obligations incurred by it;

(iii) to sign, execute and deliver any instruments on behalf of the Corporation necessary or desirable for the purposes aforesaid;

(iv) to modify, amend or extend the terms and conditions relating to any borrowing aforesaid and to give additional securities and/or guarantees on behalf of the Corporation in respect thereof;

(e) the powers hereby conferred shall be deemed to be in supplement of and not in substitution of any powers already possessed by the directors to borrow money for the purposes of the Corporation.

12. LEGAL PROCEEDINGS

12.01 Any one of the directors of the Corporation, or such other person as the directors may appoint by resolution from time to time, is authorized and empowered

(a) to represent the Corporation for all Writs of Attachment which may be served on it;

(b) to make affidavits which may be necessary in case of oppositions or other judicial proceedings;

(c) to make demands of abandonment or petitions for winding-up orders or bankruptcy upon any of the debtors of the Corporation;

(d) to attend and vote at meetings of creditors and to grant proxies in connection therewith.

12.02 The directors may by resolution appoint any person to represent the Corporation on any particular occasion in respect to any other matter.

13. INDEMNIFICATION OF DIRECTORS AND OFFICERS

13.01 To the extent permitted by the Act, the Corporation may indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such Corporation or body corporate, if

(a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

13.02 Without restricting the generality of clause 13.01, the directors of the Corporation are hereby authorized from time to time, without the approval or confirmation of the shareholders, to cause the Corporation to indemnify and hold harmless any director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any other body corporate controlled by it, and to secure by mortgage and charge upon the whole or any part of the moveable and immoveable property of the Corporation, such director or other person against loss.

THE FOREGOING BY-LAW IS HEREBY SIGNED BY THE SOLE DIRECTOR OF THE CORPORATION FOR PURPOSES OF IDENTIFICATION AS BY-LAW NO.1 ENACTED BY THE BOARD OF THE DIRECTORS OF THE CORPORATION BEARING THE EFFECTIVE DATE OF September 22, 1994

DIRECTOR:

TED J. LEBOVICS

Certificat d'attestation

Loi sur la publicité légale des entreprises (RLRQ, chapitre P-44.1)

J'atteste que l'entreprise portant le nom

3070352 CANADA INC.

- est immatriculée au registre des entreprises depuis le 7 mars 1995.
- n'est pas en défaut de déposer une déclaration de mise à jour annuelle.
- n'est pas en défaut de se conformer à une demande qui lui a été faite en vertu de l'article 73.
- n'a pas transmis au Registraire une déclaration, un avis ou un jugement indiquant qu'elle est en voie de liquidation ou de dissolution.
- n'est pas radiée au registre des entreprises

Numéro de certification : 441174743

Le numéro de certification ci-dessus vous permet de consulter ce document certifié à l'aide du service en ligne Vérifier un numéro de certification du Registraire des entreprises pour une période de 90 jours suivant sa délivrance.

Fait le 13 novembre 2024 pour le numéro d'entreprise du Québec 1143301589.

Registraire des entreprises

Registraire des entreprises Québec

Certificate of Compliance

Canada Business Corporations Act
s. 263.1

Certificat de conformité

Loi canadienne sur les sociétés par actions
art. 263.1

3070352 CANADA INC.

Corporate name / Dénomination sociale

307035-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the corporation named above:

- exists under the *Canada Business Corporations Act*;
- has filed the required annual filings; and
- has paid all required fees.

JE CERTIFIE, par la présente, que la société susmentionnée :

- existe en vertu de la *Loi canadienne sur les sociétés par actions*;
- a effectué les dépôts annuels exigés; et
- a acquitté les droits requis.

Hantz Prosper

Hantz Prosper

Director / Directeur

2024-11-13

Issuance date (YYYY-MM-DD)
Date d'émission (AAAA-MM-JJ)