



INSTRUCTIONS FOR COMPLETING

This form is used to restate Articles of Incorporation as amended (i.e. to consolidate all amendments and the original articles into one set of articles). Restated articles supersede the original articles and all the amendments that have been made to them.

Articles in duplicate may be mailed to the Toronto address listed below. For over-the-counter service, articles may be filed in person at the Toronto office or at some Land Registry/ServiceOntario offices in Ontario. For a list of locations see the "Offices That Endorse Articles Submitted Under the *Business Corporations Act*" information sheet or visit the Ministry's web site at: www.mgs.gov.on.ca. Choose your language preference, select "Services for Business" from the "Service Ontario" menu on the right hand side of the page, then choose "Company Information" from the services listed and scroll down to "Frequently Asked Questions".

FEE

\$ 150.00 BY MAIL – Cheque or money order payable to the Minister of Finance

IN PERSON – (at the Toronto office) – cash, cheque or money order payable to Minister of Finance, Visa, MasterCard, American Express or debit card. (If you are filing the documents at a Land Registry or ServiceOntario Office, call first to confirm whether credit or debit cards are acceptable).

There will be a service charge payable for any cheque returned as non-negotiable by a bank or financial institution.

COVERING LETTER

Enclose a covering letter setting out the name of a contact person, a return address and a telephone number. This will facilitate the processing of the articles should a question arise as to the content of the Restated Articles of Incorporation.

APPEARANCE OF DOCUMENTS

The Restated Articles of Incorporation must be completed in duplicate on Form 5 as approved by the Minister. All documents must be legible and compatible with the microfilming process, with the information typed or hand printed in block capital letters, on one side of good quality, white bond paper 8 ½" X 11".

The article headings are numbered 1 to 11 and must remain in that order. Do not leave out any of the headings. If a section does not apply type "nil" or "not applicable". When additional pages are required, due to lack of space, they should be the same size as all the other pages and should be inserted after the applicable heading with the same number as the heading page with the addition of alphabet characters to indicate sequence. For example, pages inserted after page 3 would be numbered 3A, 3B, etc.

ARTICLE 1

Set out the current name of the corporation in block capital letters starting from the first box on the left-hand side of the first line, with one letter per box and one empty box for a space. Punctuation marks are entered in separate boxes. Complete one line before starting in the first box of the next line. The name entered must be exactly the same as it appeared on the original Articles of Incorporation or Articles of Amalgamation, or if there has been a name change, the most recent Articles of Amendment changing the name.

E	A	S	T		S	I	D	E		I	N	V	E	S	T	M	E	N	T		A	N	D		M	A	N	A	G
E	M	E	N	T		L	T	D	.																				

- ARTICLE 2 Set out the original date of incorporation/amalgamation of the corporationn.
- ARTICLE 3 The address (where multi-office building include room or suite number) of the registered office of the corporation must be set out in full including the street name, street number or R.R. #, municipality, province, country and the postal code. A post office box alone is not an acceptable address. If there is no street and number, set out the lot and concession or lot and plan numbers. The registered office must be in Ontario.
- ARTICLE 4 Set out the number of directors as appear on the articles as amended. This can be a fixed number of directors (i.e. 1) or a minimum and maximum number (i.e. minimum 1, maximum 10). Do not complete both.
- ARTICLE 5 The name(s) (including first name, middle names and surname) and the address for service for each of the directors must be set out. The address should include the street name, street number, suite (or R.R. #) municipality, province, country and postal code. State if the director(s) is/are resident Canadian(s). At least 25 per cent of the directors must be resident Canadians (if 25% of the directors is not a whole number, round up to the nearest whole number). Where a corporation has less than four directors, at least one director must be a resident Canadian.
- ARTICLE 6 Restrictions, if any, on the business the corporation may carry on or on the powers that the corporation may exercise, as set out in the articles as amended. If none, state so.
- ARTICLE 7 The classes and any maximum number of shares that the corporation is authorized to issue as set out in the articles as amended.
- ARTICLE 8 Set out the 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, as set out in the articles as amended.
- ARTICLE 9 Set out restrictions on issue, transfer or ownership of shares as set out in the articles as amended (if any).
- ARTICLE 10 Other provisions as set out in the articles as amended (if any).
- ARTICLE 11 *These restated articles of incorporation correctly set out the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation and all the amendments thereto.* This statement must be included in the articles.
- EXECUTION Both copies of the articles must contain the full name and original signature of an officer or director of the corporation. Set out the name of the corporation above the signature and in the spaces provided set out the applicant's full name and office (e.g., President, Director, Secretary).

Articles (in duplicate), covering letter and filing fee should be mailed or delivered to:

**COMPANIES AND PERSONAL PROPERTY SECURITY BRANCH
MINISTRY OF GOVERNMENT SERVICES
393 UNIVERSITY AVENUE, SUITE 200
TORONTO ON M5G 2M2
375 UNIVERSITY AVENUE, 2ND FLOOR (IN PERSON)**

6. 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 société.
7. 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 société est autorisée à émettre :

8. 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 qui peut être émise en série :

9. 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 restreint. Les restrictions, s'il y a lieu, sont les suivantes :

10. Other provisions (if any):
Autres dispositions, s'il y a lieu :

11. These restated articles of incorporation correctly set out the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation and all the amendments thereto.
Les présents statuts constitutifs mis à jour énoncent correctement les dispositions correspondantes des statuts constitutifs telles qu'elles sont modifiées et remplacent les statuts constitutifs et les modifications qui y ont été apportées.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name of Corporation / *Dénomination sociale de la société*

By/
Par

Signature / *Signature*

Print name of signatory / *Nom du signataire en lettres moulées*

Description of Office / *Fonction*

These articles **must** be signed by an officer or director of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).