

**INSTRUCTIONS FOR COMPLETING**

This form together with the required supporting documents and fee, must be submitted to the Ministry of Government Services by a corporation that is incorporated under the laws of a jurisdiction outside Ontario to apply to continue into Ontario as an Ontario corporation subject to the Ontario *Business Corporations Act* (OBCA).

The Application completed in duplicate with original signatures on both copies may be delivered in person or mailed to the Toronto address listed below. Please note Articles of Continuance are not checked while you wait. The service time for applications filed over-the-counter is 48 hrs or 24 hrs if the expedite fee is paid.

**FEES**

\$ 330.00

**BY MAIL** – cheque or money order payable to the Minister of Finance.**IN PERSON – minimum 48 hour service** (at the Toronto office) – cash, cheque or money order payable to Minister of Finance, Visa, MasterCard, American Express or debit card.

\$ 500.00

**IN PERSON – 24 hour, expedite service** - (at the Toronto office) – cash, cheque or money order payable to Minister of Finance, Visa, MasterCard, American Express or debit card.

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

**EFFECTIVE DATE**

Articles are effective on the date set out in the certificate endorsed on the articles by the Branch. The certificate is dated the day the Director receives the duplicate originals of the articles together with all other required documents executed in accordance with the Act and the required fee, if they are acceptable as per the Branch's endorsement as of right policy. An effective date of up to 30 days later than the earliest date the articles can be endorsed may be requested **in writing, in the covering letter, using bold or highlighted letters**, upon submission of the articles to the Branch. If you are presenting your documents in person you must also verbally bring this request to the attention of the counter clerk.

**SUPPORTING DOCUMENTS****NAME SEARCH**

An Ontario-biased NUANS report is required for the name of the corporation or if it is continuing under a new name for the proposed name. A NUANS is not required if the corporation continues under an Ontario number name (see Number Names below). NUANS is a computerized search system that compares a proposed corporate name or trade-mark with databases of existing corporate bodies and trade-marks. This comparison determines the similarity that exists between the proposed name or mark and existing names in the database, and produces a listing of names that are found to be most similar. This search must be submitted together with the duplicate Articles of Continuance within 90 days from production by the NUANS system. For example, articles submitted on November 28<sup>th</sup> could be accompanied by a NUANS name search report dated as early as August 30<sup>th</sup>, but not dated earlier. The Companies and Personal Property Security Branch does not provide this search.

Suppliers are listed in the Yellow Pages under the heading "Searchers of Records" or visit Industry Canada's NUANS site at, [www.nuans.com](http://www.nuans.com) for a list of registered search houses that can assist you with obtaining a NUANS search report and filing your corporate documents with the Ministry of Government Services. Please note the NUANS search must be **Ontario biased**.

It is the applicant's responsibility to check the search for similar/identical names and to obtain any consent that may be required. The Ministry will not grant a name that is identical to the current name or former name of another corporation operating in Ontario whether active or not, unless it has been more than ten years since the other corporation dissolved or changed its name. The only exception to this rule is when the corporation meets the requirements of Subsection 6(2) of Regulation 62, under the *Business Corporations Act*. In this case a legal opinion must accompany the articles being filed. The legal opinion must be on legal letterhead and must be signed by an individual lawyer (not a law clerk or law firm). It must also clearly indicate that the corporations involved comply with Subsection 6(2) by referring to each clause specifically.

## BILINGUAL NAMES

When continuing a corporation with an English and French form of the name a name search is required for each form of the name (English and French) unless the English and French forms of the name are identical and the legal element in the French form is the French version of the legal element in the English form (for example, INCORPOREE and INCORPORATED). There should be a forward slash (/) separating the two forms of the name.

## NUMBER NAMES

You do not require a name search for a number name. In Article 2 on the form, leave nine empty boxes, then type or print in block capital letters the word "ONTARIO" followed by one of the legal elements, LIMITED, LIMITÉE, INCORPORATED, INCORPORÉE, CORPORATION or the corresponding abbreviation LTD., LTÉE, INC., or CORP. The Director of the Companies and Personal Property Security Branch will assign a number to the corporation. Please note an extra-provincial number corporation cannot retain its number name. The corporation must continue under a new name or request an Ontario number name.

## CERTIFIED COPY OF INCORPORATING DOCUMENT

Articles of Continuance must be accompanied by a copy of the incorporating document together with all amendments to the document certified by the officer of the incorporating jurisdiction who is authorized to so certify. If the corporation has continued into its current jurisdiction, a copy of the continuation documents and all amendments since continuation certified by an authorized officer of the jurisdiction is required. If the continuation documents do not contain the original date of incorporation a copy of the original incorporation document will also be required.

## LETTER OF SATISFACTION / AUTHORIZATION TO CONTINUE

A letter of satisfaction or authorization to continue or other document issued by the proper officer of the jurisdiction in which the corporation is currently incorporated/continued, indicating that the corporation is authorized under the laws of the jurisdiction to apply for Articles of Continuance in Ontario.

## LEGAL OPINION

The application must be accompanied by a legal opinion **except for a corporation incorporated under the laws of another Canadian jurisdiction**. The legal opinion must be from an individual lawyer (not a law clerk or law firm) authorized to practice in the jurisdiction and must be to the effect that the laws of the jurisdiction to which the corporation is subject authorize the corporation to apply for continuance.

## 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 Articles of Continuance.

## EXTRA-PROVINCIAL CORPORATIONS CARRYING ON BUSINESS IN ONTARIO

If prior to continuance the corporation has been carrying on business in Ontario, the Ontario corporation number assigned under the *Corporations Information Act* or the *Extra-Provincial Corporations Act* should be inserted in the box labelled "Ontario Corporation Number" on the first page of the form. The extra-provincial corporation must ensure filings under the *Corporations Information Act* and if applicable the *Extra-Provincial Corporations Act* are current including any corporation name change before filing Articles of Continuance. This is to ensure that information filed prior to continuance is linked with the continued corporation and that the corporation is not assigned duplicate Ontario corporation numbers. Please note that an extra-provincial corporation that is currently carrying on business in Ontario must obtain an Ontario proposed NUANS report before it can continue unless it is continuing under an Ontario number name.

## APPEARANCE OF DOCUMENTS

The Articles of Continuance must be completed in duplicate on Form 6 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 15 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, but with the addition of alphabet characters to indicate sequence. For example, pages inserted after page 4 would be numbered 4A, 4B, etc.

ARTICLE 1 Set out the current name of the corporation in block capital letters starting from the first box of the first line on the left 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 incorporation document or if there has been a name change, the most recent document changing the name. If the corporation is continuing under its current name the name must be the same as on the NUANS name search.

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ARTICLE 2 If the corporation is to be continued in Ontario under a name different from its current corporation name, set out the new name in block capital letters starting from the first box of the first line on the left 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 must be the same as that on the NUANS name search report. If the corporation is continuing with an Ontario number name a NUANS is not required (see "Number Names" above).

ARTICLE 3 Set out the name of the jurisdiction where the corporation is currently incorporated or continued.

ARTICLE 4 Set out the original date of incorporation or amalgamation of the corporation. Do not set out a continuation date.

ARTICLE 5 The address (if 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, suite 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 6 Set out the number of directors. This can be either 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 7 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 and number or R.R. #, suite, 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 must be a resident Canadian.

ARTICLE 8 Set out restrictions, if any, on the business the corporation may carry on or on the powers that the corporation may exercise. If none, state so.

ARTICLE 9 Set out the classes and any maximum number of shares that the corporation is authorized to issue. This item must be completed (e.g., unlimited common shares).

ARTICLE 10 Set out the rights, privileges, restrictions, and conditions etc. (if any) attached to each class of shares, and directors' authority with respect to any class of shares which may be issued in series.

ARTICLE 11 Set out restrictions on issue, transfer or ownership of shares (if any).

ARTICLE 12 Set out other provisions (if any).

ARTICLE 13 *The corporation has complied with subsection 180(3) of the Business Corporations Act.* This statement must be included in the form confirming that, pursuant to subsection 180(3) of the OBCA, the Articles of Continuance contain any amendment to the incorporating documents required to make the articles conform to the laws of Ontario.

ARTICLE 14 Set out the date the application to continue under the laws of Ontario, was authorized under the laws of the jurisdiction to which the corporation is subject,

ARTICLE 15 *The corporation is to be continued under the Business Corporations Act to the same extent as if it had been incorporated thereunder.* This statement must be included in the application.

EXECUTION Both copies of the articles must have an original signature of an officer or director of the corporation. Set out the name of the officer/director who is signing, the name of the corporation and the office held by the individual in the corporation (e.g., president, director, secretary).

**Articles (in duplicate), original Ontario-biased NUANS name search report (if applicable), certified copies of incorporating documents, letter of satisfaction, legal opinion (if applicable), covering letter and filing fee should be mailed or delivered to:**

**Articles (in duplicate), original Ontario-biased NUANS name search report (if applicable), certified copies of incorporating documents, letter of satisfaction, legal opinion (if applicable), 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 M5Gg 2M2  
375 University Avenue, 2<sup>nd</sup> Floor (In Person)**



6. Number of directors is/are:  
*Nombre d'administrateurs :*

Fixed number  
*Nombre fixe*

**OR** minimum and maximum  
**OU** *minimum et maximum*

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7. The director(s) is/are: / Administrateur(s)  
 First name, middle names and  
 surname  
*Prénom, autres prénoms et nom de  
 famille*

: Address for service, giving Street & No. or R.R. No.,  
 Municipality, Province, Country and Postal Code  
*Domicile élu, y compris la rue et le numéro ou le numéro de la  
 R.R., le nom de la municipalité, la province, le pays et le code  
 postal*

Resident Canadian  
 State 'Yes' or 'No'  
*Résident canadien  
 Oui/Non*

8. 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.*

9. 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 :*

10. 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 :*

11. 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 :*

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

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.  
*La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.*
14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on  
*Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le*

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Year, Month, Day  
*année, mois, jour*

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.  
*Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.*

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

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Name of Corporation / *Dénomination sociale de la société*

By/*Par*

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Signature / *Signature*

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

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Description of Office / *Fonction*

These articles **must** be signed by a director or officer 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).*