

Request ID: 023823337

Demande n°:

Transaction ID: 073648304

Transaction n°:

Category ID: CT

Catégorie:

Province of Ontario

Province de l'Ontario

Ministry of Government Services

Ministère des Services gouvernementaux

Date Report Produced: 2019/11/12

Document produit le:

Time Report Produced: 10:58:50

Imprimé à:

# Certificate of Incorporation

# Certificat de constitution

This is to certify that

Ceci certifie que

**ANDLAUER HEALTHCARE GROUP INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**0 0 2 7 2 6 1 6 7**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**NOVEMBER 12 NOVEMBRE, 2019**



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

**Request ID / Demande n°**

**Ontario Corporation Number**  
*Numéro de la compagnie en Ontario*

23823337

2726167

**FORM 1**

### **FORMULE NUMÉRO 1**

## **BUSINESS CORPORATIONS ACT**

1

**LOI SUR LES SOCIÉTÉS PAR ACTIONS**

**ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS**

1. The name of the corporation is: **ANDLAUER HEALTHCARE GROUP INC.** Dénomination sociale de la compagnie:

2. The address of the registered office is: **Adresse du siège social:**

100 VAUGHAN VALLEY BLVD

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)

**VAUGHAN  
CANADA**

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

**ONTARIO**  
**L4H 3C5**  
(Postal Code/Code postal)

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

*Nombre (ou nombres minimal et maximal) d'administrateurs:*  
**Maximum 20**

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

*Premier(s) administrateur(s) :*

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

**Resident Canadian**      **State Yes or No**

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

*Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal*

\* MICHAEL  
ANDLAUER

Request ID / Demande n°

23823337

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2726167

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\* PETER YES  
JELLEY

\* ANDREW YES  
CLARK

\* RONA YES  
AMBROSE

\* CAMERON YES  
JOYCE

\* JOSEPH YES  
SCHLETT

\* EVELYN YES  
SUTHERLAND

**Request ID / Demande n°**

**23823337**

**Ontario Corporation Number  
Numéro de la compagnie en Ontario**

**2726167**

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**\* THOMAS  
WELLNER**

**YES**

Request ID / Demande n°

23823337

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2726167

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

There are no restrictions on business the Corporation may carry on or on powers the Corporation may exercise.

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

*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

The Corporation is authorized to issue an (i)unlimited number of Subordinate Voting Shares, (ii) unlimited number of Multiple Voting Shares, and (iii) unlimited number of Preferred Shares, issuable in series.

Request ID / Demande n°

Ontario Corporation Number  
Numéro de la compagnie en Ontario

23823337

2726167

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, priviléges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

#### 1.1 Definitions

In this Article 1, the following terms shall have the following respective meanings:

"Affiliate" means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person.

"AMG" means Andlauer Management Group Inc. and any successor thereto.

"Change of Control Transaction" means an amalgamation, arrangement, recapitalization, business combination or similar transaction of the Company, other than an amalgamation, arrangement, recapitalization, business combination or similar transaction that would result in (a) the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the continuing entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Company, the continuing entity or its parent and more than fifty percent (50%) of the total number of outstanding shares of the Company, the continuing entity or its parent, in each case as outstanding immediately after such transaction, and (b) the shareholders of the Company immediately prior to the transaction owning voting securities of the Company, the continuing entity or its parent immediately following the transaction in substantially the same proportions (vis a vis each other) as such shareholders owned immediately prior to the transaction.

A Person is "controlled" by another Person or other Persons if: (a) in the case of a company or other body corporate wherever or however incorporated: (i) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only directly or indirectly, by or solely for the benefit of the other Person or Persons; and (ii) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (b) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

"Members of the Immediate Family" means with respect to any individual, each parent (whether by birth or adoption), spouse or child (including any

Request ID / Demande n°

Ontario Corporation Number  
Numéro de la compagnie en Ontario

23823337

2726167

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, priviléges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

step-child) or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the Income Tax Act (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual.

"Permitted Holders" means any one of (i) AMG, (ii) Michael Andlauer and any Members of the Immediate Family of Michael Andlauer, (iii) any trust(s) whose beneficiaries include any one or more of the Persons referred to in clauses (i) and/or (ii) above, and (iv) any Person controlled directly or indirectly by one or more of the Persons referred to in clause (ii) above.

"Person" means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company.

"Transfer" of a Multiple Voting Share shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall include, without limitation, the transfer of or entering into a binding agreement with respect to, Voting Control over a Multiple Voting Share by proxy or otherwise, provided, however, that the following shall not be considered a "Transfer": (i) the grant of a proxy to the Corporation's officers or directors at the request of Board of Directors of the Corporation in connection with actions to be taken at an annual or special meeting of shareholders; or (ii) the pledge of a Multiple Voting Share that creates a mere security interest in such share pursuant to a bona fide loan or indebtedness transaction so long as the holder of the Multiple Voting Share continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such Multiple Voting Share or other similar action by the pledgee shall constitute a "Transfer".

"Voting Control" with respect to a Multiple Voting Share means the exclusive power (whether directly or indirectly) to vote or direct the voting of such

Request ID / Demande n°

Ontario Corporation Number  
Numéro de la compagnie en Ontario

23823337

2726167

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, priviléges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

Multiple Voting Share by proxy, voting agreement or otherwise.

#### 1.2 Subordinate Voting Shares and Multiple Voting Shares

The special rights or restrictions attached to the Subordinate Voting Shares and the Multiple Voting Shares shall be as follows:

(a) Dividends; Rights on Liquidation, Dissolution, or Winding-Up. The Subordinate Voting Shares and the Multiple Voting Shares shall be subject to and subordinate to the special rights or restrictions attached to the Preferred Shares and the shares of any other class ranking senior to the Subordinate Voting Shares and the Multiple Voting Shares and shall rank pari passu, share for share, as to the right to receive dividends and any amount payable on any distribution of assets constituting a return of capital and to receive the remaining property and assets of the Company on the liquidation, dissolution or winding-up of the Company, whether voluntarily or involuntarily, or any other distribution of assets of the Company among its shareholders for the purposes of winding up its affairs. For the avoidance of doubt, holders of Subordinate Voting Shares and Multiple Voting Shares shall, subject always to the rights of the holders of Preferred Shares and the shares of any other class ranking senior to the Subordinate Voting Shares and the Multiple Voting Shares, be entitled to receive (i) such dividends and any amount payable on any distribution of assets constituting a return of capital as the Board of Directors of the Company shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Company, whether voluntarily or involuntarily, or any other distribution of assets of the Company among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Company, in the case of (i) and (ii) an identical amount per share, at the same time and in the same form (whether in cash, in specie or otherwise) as if such shares were of one class only.

(b) Meetings and Voting Rights. Each holder of Multiple Voting Shares and each holder of Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company, except meetings at which only holders of another class or of a particular series shall have the right to vote. At each such meeting, each Multiple Voting Share shall entitle the holder thereof to four (4) votes and each Subordinate Voting Share shall entitle the holder thereof to one (1) vote.

(c) Subdivision or Consolidation. No subdivision or consolidation of the Subordinate Voting Shares or the Multiple Voting Shares shall be carried out unless, at the same time, the Multiple Voting Shares or the Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis so as to preserve the relative economic and voting

Request ID / Demande n°

Ontario Corporation Number  
Numéro de la compagnie en Ontario

23823337

2726167

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, priviléges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

interests of the two classes.

(d) Voluntary Conversion. The Subordinate Voting Shares cannot be converted into any other class of shares. Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one fully paid and non-assessable Subordinate Voting Share, in the following manner:

(i) The conversion right which provision is made in subsection 1.2(d) shall be exercised by notice in writing given to the transfer agent of the Company, if one exists, and if not, to the Company at its registered office, accompanied by a certificate or certificates representing the Multiple Voting Shares in respect of which the holder desires to exercise such conversion right or the equivalent in any non-certificated inventory system (such as, for example, a direct registration system) administered by any applicable depository or transfer agent of the Company. Such notice shall be signed by the holder of the Multiple Voting Shares in respect of which such conversion right is being exercised, or by the duly authorized representative thereof, and shall specify the number of Multiple Voting Shares which such holder desires to have converted. On any conversion of Multiple Voting Shares, the Subordinate Voting Shares resulting therefrom shall be registered in the name of the registered holder of the Multiple Voting Shares converted or, subject to payment by the registered holder of any stock transfer or applicable taxes and compliance with any other reasonable requirements of the Company in respect of such transfer, in such name or names as such registered holder may direct in writing.

(ii) Upon receipt of such notice and certificate or certificates and, as applicable, compliance with such other requirements, the Company shall, at its expense, effective as of the date of such receipt and, as applicable, compliance, remove or cause the removal of such holder from the register of holders in respect of the Multiple Voting Shares for which the conversion right is being exercised, add the holder (or any person or persons in whose name or names such converting holder shall have directed the resulting Subordinate Voting Shares to be registered) to the securities register of holders in respect of the resulting Subordinate Voting Shares, cancel or cause the cancellation of the certificate or certificates representing such Multiple Voting Shares and issue or cause to be issued a certificate or certificates, or the equivalent in any non-certificated inventory system (such as, for example, a direct registration system) administered by any applicable depository or transfer agent of the Company, representing the Subordinate Voting Shares issued upon the conversion of such Multiple Voting Shares. If less than all of the Multiple Voting Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the Multiple Voting Shares represented by the original certificate which are not to be converted.

Request ID / Demande n°

Ontario Corporation Number  
Numéro de la compagnie en Ontario

23823337

2726167

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, priviléges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

(iii) A Multiple Voting Share that is converted into a Subordinate Voting Share as provided for in this subsection 1.2(d) will automatically be cancelled.

(e) Automatic Conversion

(i) Upon the first date that any Multiple Voting Share is Transferred to a Person other than a Permitted Holder, the Permitted Holder which held such Multiple Voting Share until such date, without any further action, shall automatically be deemed to have exercised his, her or its rights under subsection 1.2(d) to convert such Multiple Voting Share into one fully paid and non-assessable Subordinate Voting Share.

(ii) In addition:

(A) all the Multiple Voting shares will convert automatically, without any further action, into Subordinate Voting Shares at such time that is the earlier to occur of the following:

(1) the date on which the outstanding Multiple Voting Shares represent, as at the close of business, less than 20% of the aggregate number of outstanding Subordinate Voting Shares and Multiple Voting Shares; and

(2) Michael Andlauer is no longer serving as a director of the Company or in a senior management position with the Company.

(iii) A Multiple Voting Share that is converted into Subordinate Voting Shares as provided for in subsection 1.2(e)(i) or 1.2(e)(ii) will automatically be cancelled.

(f) Single Class. Except as otherwise provided in these Articles, Subordinate Voting Shares and Multiple Voting Shares, subject to class (and if applicable series) voting rights at law, are equal in all respects and shall vote together as if they were a single class for all purposes under the Business Corporations Act (Ontario).

(g) Restrictions on the Issuance of Additional Multiple Voting Shares. From and after the closing of the initial public offering of the Subordinate Voting Shares, the Corporation may not issue additional Multiple Voting Shares without obtaining the approval of not less than 66 2/3% of the votes cast at a meeting of the holders of Subordinate Voting Shares duly held for that purpose, except in connection with:

(i) a subdivision or conversion on a pro rata basis as between the Subordinate Voting Shares and the Multiple Voting Shares; or

Request ID / Demande n°

Ontario Corporation Number  
Numéro de la compagnie en Ontario

23823337

2726167

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, priviléges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

(ii) AMG's entitlement to pre-emptively subscribe for additional Multiple Voting Shares pursuant to the Investor Rights Agreement entered into between AMG and the Company in connection with the closing of the initial public offering of the Subordinate Voting Shares,

provided that, in all cases, the issuance of additional Multiple Voting Shares will be subject to the approval of any stock exchange upon which the Subordinate Voting Shares trade.

(h) Certain Class Votes. In connection with any Change of Control Transaction requiring approval of the holders of Subordinate Voting Shares and Multiple Voting Shares under the Business Corporations Act (Ontario), holders of Subordinate Voting Shares and Multiple Voting Shares shall be treated equally and identically, on a per share basis, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of outstanding Subordinate Voting Shares or their proxyholders in respect of a resolution approving such Change of Control Transaction and by a majority of the votes cast by the holders of outstanding Multiple Voting Shares or their proxyholders in respect of a resolution approving such Change of Control Transaction, each voting separately as a class at a meeting of the holders of that class called and held for such purpose.

(i) Certain Amendments. In addition to any other voting right or power to which the holders of Subordinate Voting Shares shall be entitled by law or regulation or other provisions of these Articles, but subject to the provisions of these Articles, holders of Subordinate Voting Shares shall be entitled to vote as a separate class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment of these Articles which would adversely affect the rights or special rights of the holders of Subordinate Voting Shares or affect the holders of Subordinate Voting Shares and Multiple Voting Shares differently, on a per share basis, including an amendment to the terms of these Articles that provides that any Multiple Voting Shares Transferred to a Person that is not a Permitted Holder shall be automatically converted into Subordinate Voting Shares, and such alteration, repeal or amendment shall not be effective unless a resolution in respect thereof is approved by a majority of the votes cast by holders of outstanding shares of such class or their proxyholders.

### 1.3 Preferred Shares

The special rights or restrictions attached to the Preferred Shares shall be as follows:

Request ID / Demande n°

Ontario Corporation Number  
Numéro de la compagnie en Ontario

23823337

2726167

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, priviléges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

(a) The Preferred Shares may, at any time and from time to time, be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be fixed by the directors of the Corporation. The directors of the Corporation may, before issuance and subject as hereinafter provided, determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series including, without limiting the generality of the foregoing:

(i) the rate, amount or method of calculation of any dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue and any preference of such dividends;

(ii) any rights of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such rights;

(iii) any rights of retraction vested in the holders of Preferred Shares of such series and the prices and terms and conditions of any such rights and whether any other rights of retraction may be vested in such holders in the future;

(iv) any voting rights;

(v) any conversion rights;

(vi) any rights to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up and the amount and preference of any such rights;

(vii) any sinking fund or purchase fund; and

(viii) any other provisions attaching to any such series of the Preferred Shares;

the whole subject to the issue by the Director appointed under the Business Corporations Act (Ontario) of a certificate of amendment in respect of the articles of amendment in prescribed form to designate a series of Preferred Shares.

Request ID / Demande n°

23823337

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2726167

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The issue, transfer or ownership of shares is not restricted, except as otherwise provided in Section 7.

Request ID / Demande n°

23823337

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2726167

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

**None.**

Request ID / Demande n°

23823337

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2726167

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10. The names and addresses of the incorporators are

*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code

*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

\* MICHAEL ANDLAUER

\* PETER JELLEY

\* ANDREW CLARK

\* RONA AMBROSE

\* CAMERON JOYCE

Request ID / Demande n°

23823337

Ontario Corporation Number  
Numéro de la compagnie en Ontario

2726167

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10. The names and addresses of the incorporators are

*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code

*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

\* JOSEPH SCHLETT

\* EVELYN SUTHERLAND

\* THOMAS WELLNER

Name of Corporation  
**ANDLAUER HEALTHCARE GROUP INC.**

Ontario Corporation Number  
**2726167**

Request ID  
**23823337**

### **ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION**

#### **CONTACT PERSON**

First Name                           Last Name  
**Michelle**                           **Crabb**

Name of Law Firm  
**Goodmans LLP**

#### **ADDRESS**

Street #	Street Name	Suite #
	<b>3400-333 Bay Street</b>	
Additional Information		city
		<b>Toronto</b>
Province	Country	Postal Code
<b>ONTARIO</b>	<b>CANADA</b>	<b>M5H 2S7</b>

**TELEPHONE #:**                   **416-979-2211**

#### **ADDITIONAL COMMENTS**

While electronically filing the Articles of Incorporation, the filer has specifically indicated intention to submit the articles as follows:-

- with an allowed difference between the NUANS reserved name and the corporate name

### **NUANS SEARCH DETAILS**

Corporate Name Searched on NUANS (1)  
**ANDLAUER HEALTHCARE GROUP INC**

NUANS Reservation Reference #  
**120821589**

Date of NUANS Report  
**2019/10/09**

Name of Corporation <b>ANDLAUER HEALTHCARE GROUP INC.</b>	Ontario Corporation Number <b>2726167</b>
	Request ID <b>23823337</b>

## **ELECTRONIC INCORPORATION TERMS AND CONDITIONS**

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario ***Business Corporations Act*** (OBCA) with the Ministry of Government Services.

Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.
- 2) All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
- 3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
- 4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
- 5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
- 6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
- 7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name  
**Michael**

Last Name  
**Andlauer**