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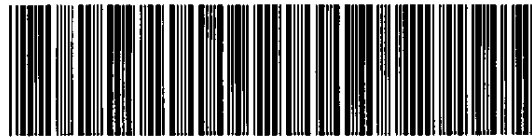
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J. Shivers MAY 27 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: 3799654 Canada Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Maitre Lora Ciani

Name of Person

Kaufman Laramée LLP

Firm/Company

800 René-Lévesque West, suite 2220

Address

Montréal, Québec H3B 1X9

City/State and Zip code

lciani@kaufmanlaramée.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lora Ciani

Name of Person

at (514) 871-5319

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. 3799674 Canada Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Canada 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 29, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 5906, Beethoven Ave., Cote St-Luc, Quebec, Canada H4W 3B6
(Principal office address)
- 800 René-Lévesque West, suite 2220, Montreal, Quebec, Canada H3B 1X9
(Current mailing address)
8. Any and all lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: Perlman, Yevoli & Albright, P.L.
- Office Address: 200 South Andrews Avenue, suite 600
Ft Lauderdale, Florida 33301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jeffrey Langleben

Address: 5906 Beethoven Ave., Cote St-Luc, Quebec, Canada H4W 3B6

Director: _____

Address: _____

B. OFFICERS

President: Jeffrey Langleben

Address: 5906 Beethoven Ave., Cote St-Luc, Quebec, Canada H4W 3B6

Vice President: _____

Address: _____

Secretary: Jeffrey Langleben

Address: 5906 Beethoven Ave., Cote St-Luc, Quebec, Canada H4W 3B6

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Jeffrey Langleben, President

(Typed or printed name and capacity of person signing application)



Industry Canada Industrie Canada
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Deputy Director - Directeur adjoint

Date





Industry Canada

Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

3799654 CANADA INC.

379965-4

Name of corporation-Dénomination de la société

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 canadienne sur les sociétés par actions*.

Director - Directeur

December 29, 2000 / le 29 décembre 2000

Date of Incorporation - Date de constitution

Canada

CANADA BUSINESS
CORPORATIONS ACT
FORM I

ARTICLES OF INCORPORATION
(Section 6)

- 1- Name of Corporation:

3799654 CANADA INC.

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

Territory of Greater Montreal
Territoire du Montréal Métropolitain
Province of Quebec

- 3- The classes and any maximum number of shares that the Corporation is authorized to issue:

The Corporation shall be authorized to issue, without maximum, 6 classes of shares, designated Class "A" Common, Class "B" Common, Preferred "A", Preferred "B", Preferred "C" and Preferred "D" respectively. The rights, privileges, restrictions and conditions attaching to the said Common and Preferred shares are as follows:

I. **DIVIDENDS**

The holders of each of class of Common and Preferred shares shall be entitled to receive and the Corporation shall pay to them, as and when declared by the board of directors of the Corporation, such dividends as the board of directors of the Corporation may from time to time, in its discretion, declare on any such class of Common and Preferred shares, provided that, however, the dividend entitlement of the holders of any class of Preferred shares shall be non-cumulative and shall not exceed with respect to any fiscal year the annual Dividend Limit attaching to such class of Preferred shares as hereinbelow stipulated.

The non-cumulative annual Dividend Limit with respect to each class of Preferred Shares shall be:

- (a) Eight percent (8%) of the Redemption Amount (as hereinafter defined) with respect to the Preferred "A" Shares and Preferred "C" Shares;

- (b) One-half (1/2) of one percent (1%) per month of the Redemption Amount with respect to the Preferred "B" Shares; and
- (c) Six percent (6%) of the Redemption Amount with respect to the Preferred "D" Shares.

The board of directors shall be entitled from time to time to declare part of the Dividend Limit with respect to any class of Preferred Shares for any fiscal year notwithstanding that such dividend for such fiscal year may not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation the board of directors, in the exercise of its discretion, shall not have declared the non-cumulative Dividend Limit or any part thereof on any class of Preferred Shares for such fiscal year, then the rights of the holders of the Preferred Shares of such class to such Dividend Limit or to any undeclared part thereof for such fiscal year shall be forever extinguished

The holders of Preferred Shares shall not be entitled to any dividends other than or in excess of the non-cumulative Dividend Limit hereinbefore provided for.

II. RETURN OF CAPITAL

To the extent provided for herein, the Preferred "A" Shares and Preferred "C" Shares shall rank *pari passu* as regards any return of capital in priority to the Preferred "B" shares, Preferred "D" Shares and Common shares. Similarly, the Preferred "B" and Preferred "D" Shares shall rank *pari passu* as regards any return of capital in priority to the Common Shares of the Corporation, and the Common Shares of both classes shall rank *pari passu* with respect to any return of capital to the holders of those shares.

III. REDEMPTION

Subject to the provisions of the Canada Business Corporations Act ("the Act"):

- a) The Corporation may redeem the whole or any part of any particular Class of Preferred Shares on payment for each such Preferred Share to be redeemed of the Redemption Amount thereof, together with all dividends declared thereon and unpaid. In case a part only of the then outstanding Preferred Shares of any particular Class is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed *pro-rata*, disregarding

fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.

- b) A Shareholder may at his option require the Corporation to redeem at any time and in any order of priority the whole or any part of the Preferred "A" and Preferred "C" Shares registered in his name upon payment for each such Preferred share to be redeemed of the Redemption Amount thereof, together with all dividends declared thereon and unpaid, and the Corporation shall so redeem accordingly disregarding any priorities other than those as may have been stipulated by such shareholder.

Upon a redemption as aforesaid, the appropriate stated capital account maintained by the Corporation for the Preferred shares shall be adjusted as provided for in the said Act, and the shares so redeemed shall be thereupon cancelled in accordance with the provisions of the Act.

IV. PURCHASE FOR CANCELLATION

Subject to the provisions of the Canada Business Corporations Act, the Corporation shall have the right at its option at any time and from time to time to purchase for cancellation the whole or any part of the Shares of any Class pursuant to tenders or, with the unanimous consent of the holders of all issued shares of such Class, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding, in the case of Preferred shares, the Redemption Amount thereof together with dividends declared thereon and unpaid. If, in response to an invitation for tenders, two (2) or more shareholders submit tenders at the same price and if such tenders are accepted by the Corporation in whole or in part, then unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion as nearly as may be to the number of shares offered in each such tender. Upon a purchase as aforesaid, the appropriate stated capital account maintained by the Corporation for the purchased shares shall be adjusted as provided for in the said Act, and the shares so purchased shall be thereupon cancelled in accordance with the provisions of the Act.

V. DISTRIBUTION OF ASSETS

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Preferred "A" Shares and

Preferred "C" Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Preferred "B" Shares, Preferred "D" Shares and Common Shares, an amount equal to one hundred percent (100%) of the Redemption Amount thereof and any dividends declared thereon and unpaid and no more. Thereafter, the holders of the Preferred "B" Shares and Preferred "D" Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, an amount equal to One hundred percent (100%) of the Redemption Amount thereof and any dividends declared thereon and unpaid and no more, and the holders of the Common Shares shall thereafter be entitled to receive the remainder of said assets. For the purposes of any distribution as aforesaid, the Preferred "A" Shares and Preferred "C" Shares shall rank pari passu, the Preferred "B" Shares and Preferred "D" Shares shall rank pari passu and the Class "A" Common Shares and Class "B" Common Shares shall also rank pari passu.

VI. INTERPRETATION

For the purpose of this article, the Redemption Amount of each Preferred share shall be (a) the price for which such share was issued or (b) in the event such share was issued in consideration or exchange for, or in conversion of, shares of the Corporation, shares of a predecessor amalgamating Corporation to the Corporation, shares of any body corporate, property or past services, then the Redemption Amount shall be the monetary equivalent of the fair market value of such shares, property or past services at the time such Preferred share was issued, notwithstanding that only a part thereof has been added to the stated capital account maintained for such share in accordance with the provisions of the Act.

VII. VOTING

Except as provided for by the Act, the holders of the Class "B" Common shares, the Preferred "C" and Preferred "D" shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings. The holders of the Class "A" Common, Preferred "A" and Preferred "B" shares, however, shall have full voting rights.

4- Restrictions if any on share transfers:

No shares of the capital stock of the Corporation shall be transferred without the consent of the directors signified by a resolution of the Board.

5- Number (or minimum and maximum number) of directors:

The minimum number of directors of the Corporation shall be one (1) and the maximum number shall be ten (10) as the shareholders shall from time to time establish by resolution.

6- Restrictions if any on business the Corporation may carry on:

Not applicable

7- Other Provisions if any:

(i) CLOSED COMPANY

The Corporation shall be a "closed company" within the meaning of section 5 of the Securities Act (R.S.Q., c. V-1.1), and, as such:

- a) the number of shareholders of the Corporation shall be limited to fifty (50), exclusive of present or former employees of the Corporation or of a subsidiary; two (2) or more persons who jointly hold one (1) or more shares shall be counted as one (1) shareholder; and
- b) any invitation to the public to subscribe for any securities shall be prohibited.

(ii) BORROWING POWERS

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the directors by section 189 of the Act, the directors, if they see fit, and without having to obtain the authorization of the shareholders, may:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person, subject to the provisions of the Act;
- d) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality of property, moveable or immovable, present, or future, corporeal or incorporeal, of the Corporation; and

- e) delegate one (1) or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the Board of Directors or to an officer of the Corporation.

(iii) **PARTICIPATION IN MEETINGS BY WAY OF TECHNICAL MEANS**

One (1), several or all of the shareholders may participate in a meeting of the shareholders by way of technical means, such as a telephone, internet or video-conferencing, enabling them to communicate with the other shareholders or persons participating in the meeting. In such cases, these shareholders shall be deemed to have attended the meeting. The shareholders attending a meeting held using such technical means may decide on any matter which may be considered by a meeting of the shareholders. A shareholder who participates in a meeting of the shareholders by way of technical means may not be represented by proxy.

(iv) **UNANIMOUS SHAREHOLDER AGREEMENT**

Where, pursuant to the articles, a power, which is to be exercised by the Board of directors, has been withdrawn from the authority of the directors in order to be assumed by the shareholders pursuant to an unanimous shareholder agreement according to section 146 of the Act, any reference, in the articles, to the exercise of such power by the Board of directors or by one (1) or more directors shall be read as a reference to an exercise of this power by the meeting of the shareholders pursuant to the unanimous shareholder agreement.

(v) **COMMISSION**

The Corporation may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the capital stock of the Corporation or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any such share, provided however, that such commission whether in the form of money or shares shall not exceed ten per cent (10%) of the amount realized therefrom.

(vi) **PAYMENT OF DIVIDEND IN PROPERTY, STOCK**

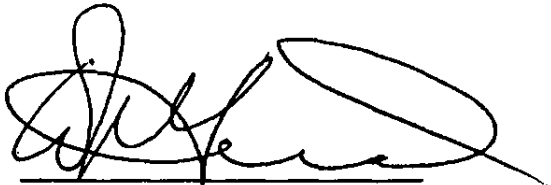
For the amount of any dividend which the Directors may lawfully declare payable in money, they may declare a dividend in property, or a stock dividend and issue therefor shares of the Corporation as fully paid.

(vii) FRACTIONAL SHARES

The Corporation shall be entitled to issue fractional shares of any class and all holders of fractional shares issued by the Corporation shall be entitled to exercise voting rights to the extent of the fraction on the class of shares having such voting rights and to receive a dividend in respect of the fractional share held by the shareholder provided the class of share is entitled to a dividend.

8- Incorporators:

<u>Names</u>	<u>Address</u>	<u>Signature</u>
WOLFE M. FRIEDMAN, Q.C.	5850 Marc Chagall, Apt. 503, Cote St. Luc, Quebec H4W 3H2	


WOLFE M. FRIEDMAN, Q.C.

Corporation No:

Filed:

DEC 29 2000