

F11000003196

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700210752817

08/08/11--01026--021 \*\*87.50.

FILED  
11 AUG -8 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MRS  
8/9

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Old South Chic 'N' Libs Rotisserie, 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," or "Certificate of Good Standing" 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:

George C. Kezemides  
Name of Person  
George C. Kezemides P.A.  
Firm/Company  
905 E.M.L. Kyza Drive Ste 630  
Address  
Tampa Springs, Florida 34689  
City/State and Zip code  
george@gcklawfirm.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

George Kezemides at ( 727 ) 945-1300  
Name of Person 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. Old South Chic N'Ribs Rotisserie 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. NEQ1166431958  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 1, 2010 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 5, 2010  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7720 Henry Bourassa, Montreal, Quebec H4S1W3  
(Principal office address)  
same as above or principal office address  
(Current mailing address)

8. \_\_\_\_\_  
(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: George C. Keremider

Office Address: 905 E.M.L. Hwy. To Dine St 630  
Tampa Springs Fl , Florida 34689  
(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.

**FILED**  
11 AUG - 8 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**A. DIRECTORS**

Chairman: Peter Anastopoulos

Address: 303 Newton

D.D.O., Quebec H9A 3G3

Vice Chairman: John Pavlatos

Address: 528 Tournant

Laval, Quebec H7X3N5

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. PETER ANASTOPOULOS

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

**FILED**

11 AUG -8 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA



Industry Canada

Industrie Canada

FILED

11 AUG -8 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Certificate  
of Incorporation

Certificat  
de constitution

Canada Business  
Corporations Act

Loi canadienne sur  
les sociétés par actions

OLD SOUTH CHIC'N'RIBS ROTISSERIE INC.

ROTISSERIE OLD SOUTH CHIC'N'RIBS INC.

732387-5

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.

Richard G. Shaw  
Director - Directeur

February 1, 2010 / le 1 février 2010

Date of Incorporation - Date de constitution

Canada

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

Commissioner of Oaths for the Province of Quebec





Industry Canada Industrie Canada

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION  
REPORT

ARTICLES OF  
INCORPORATION  
(SECTION 6)

RAPPORT DE LA TRANSACTION  
ELECTRONIQUE

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
(ARTICLE 6)

Processing Type - Mode de Traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société  
OLD SOUTH CHIC'N'RIBS ROTISSERIE INC.  
ROTISSERIE OLD SOUTH CHIC'N'RIBS INC.

2. The province or territory in Canada where the registered office is to be situated -  
La province ou le territoire au Canada où se situera le siège social  
QC

3. The classes and any maximum number of shares that the corporation is authorized to issue -  
Catégories et le nombre maximal d'actions que la société est autorisée à émettre  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs  
Minimum: 1 Maximum: 10

6. Restrictions, if any, on business the corporation may carry on -  
Limites imposées à l'activité commerciale de la société, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)

Address (including postal code) - Adresse (inclure le code postal)

Signature

CATHERINE PANTOULIS

300 LEO PARISEAU, SUITE 2000,  
MONTREAL, QUEBEC, CANADA, H2X 4B3

CATHERINE PANTOULIS

Canada

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*

Commissioner of Oaths for the Province of Quebec



Item 3 - Shares / Rubrique 3 - Actions

FILED

11 AUG -8 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The unlimited share capital of the Corporation shall consist of nine (9) classes of shares to which shall attach the following rights, some of which may be exercised according to the procedure which follows:

**PART I RIGHTS ATTACHING TO SHARES**

**A) CLASS "A" COMMON SHARES:** The number of Class "A" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) Dividends and share in profits and remaining property. Holders of Class "A" shares, at par with holders of Class "B" shares and proportionally to the number of shares held by each, shall be entitled, subject to the rights and privileges attaching to other classes of shares, to:

(a) share in the property, profits and surplus assets of the Corporation, and, in this respect, to receive any dividend declared by the Corporation, the amount of which as well as the date, the time and the terms or manner of payment of which shall be left to the entire discretion of the Board of Directors; and

(b) receive the remaining property of the Corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the Corporation.

(2) Limitation. In addition to the conditions set out in section 42 and in subsections 34(2) and 35(3) of the Canada Business Corporations Act respectively, the Corporation may neither pay any dividend with respect to the Class "A" shares nor make any payment to purchase or otherwise acquire any of these shares by mutual agreement if, as a consequence thereof, the realizable value of the net assets of the Corporation would be insufficient to redeem all the shares of Class "E", "F" and "G".

(3) Right to vote. Holders of Class "A" shares shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each Class "A" share shall confer unto each holder thereof one (1) vote.

**B) CLASS "B" COMMON SHARES:** The number of Class "B" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) Dividends and share in profits and remaining property. Holders of Class "B" shares, at par with holders of Class "A" shares and proportionally to the number of shares held by each, shall be entitled, subject to the rights and privileges attaching to other classes of shares, to:

(a) share in the property, profits and surplus assets of the Corporation, and, in this respect, to receive any dividend declared by the Corporation, the amount of which as well as the date, the time and the terms or manner of payment of which shall be left to the entire discretion of the Board of Directors; and

(b) receive the remaining property of the Corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the Corporation.

(2) Limitation. In addition to the conditions set out in section 42 and in subsections 34(2) and 35(3) of the Canada Business Corporations Act respectively, the Corporation may neither pay any dividend with respect to the Class "B" shares nor make any payment to purchase or otherwise acquire any of these shares by mutual agreement if, as a consequence thereof, the realizable value of the net assets of the Corporation would be insufficient to redeem all the shares of Class "D", "F" and "C".

(3) Right to vote. Holders of Class "B" shares shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each Class "B" share shall confer unto each holder thereof one (1) vote.

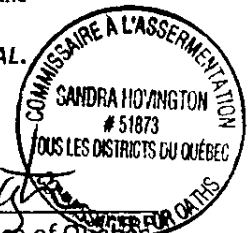
(4) Right to exchange shares. Each holder of Class "B" shares, at any time and in his or her discretion, with respect to all or part of his or her shares, and upon written notice, shall be entitled to exchange his or her shares for Class "E" shares according to the procedure outlined in section (A) of Part II below.

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*  
Commissioner of Oaths for the Province of Quebec



FILED

11 AUG -8 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(a) Terms of exchange

The exchange shall take place in accordance with the following: the rate of exchange shall be one (1) Class "E" share for each Class "B" share which shall be exchanged; in accordance with the provisions of the Canada Business Corporations Act, the Class "B" shares so exchanged shall be automatically cancelled and shall automatically become Class "E" shares at the date of the exchange, and the Corporation shall amend accordingly the stated capital accounts maintained for the shares of Class "B" and "E".

(b) Determination of the fair market value of the exchanged shares

At the time of the exchange of the Class "B" shares for Class "E" shares, the Corporation and each holder of Class "B" shares exchanging his or her shares, by way of a method deemed to be fair and reasonable, shall determine jointly and in good faith, the fair market value of the Class "B" shares.

**C) CLASS "C" PREFERRED SHARES:** The number of Class "C" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) No right to dividends or to share in profits. Holders of Class "C" shares shall not share in the property, in the profits or in the surplus assets of the Corporation and, in this respect, shall not be entitled to any dividend declared by the Corporation.

(2) Repayment. If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of its shares, each holder of Class "C" shares shall be entitled, prior to the holders of the shares of all other classes, to repayment of the amount added, in respect of these shares, to the stated capital account maintained for the Class "C" shares.

**Insufficient assets**

If the assets of the Corporation are insufficient in order to pay to the holders of Class "C" shares the entire amount to which they are entitled in accordance with the above, such assets shall be divided proportionally among them according to the number of Class "C" shares which they hold.

(3) Right to vote. Holders of Class "C" shares shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each Class "C" share shall confer unto each holder thereof one (1) vote.

(4) Automatic redemption of shares upon death of the holder. Subject to the provisions of subsection 36(2) of the Canada Business Corporations Act, the Corporation shall automatically redeem all Class "C" shares held by a shareholder at the time of his or her death, upon receipt of the certificate or certificates representing the shares which are to be automatically redeemed, in accordance with the procedure outlined in section (B) of Part II below. The redemption price shall be equal to the amount added, in respect of these shares, to the stated capital account maintained for these shares being automatically redeemed. The automatic redemption shall apply as well to shares held, on behalf of the deceased shareholder, by a trustee, by an agent or bailee or by a mandatory-depositary, to the extent that the deceased is the shareholder and not the trustee, the agent or bailee or the mandatory-depositary.

(5) Right to purchase shares by mutual agreement. Subject to the provisions of subsections 34(2) and 35(3) of the Canada Business Corporations Act, the Corporation, at any time, if it deems it advisable to do so, without notice and without regard to the other classes of shares, may purchase or otherwise acquire by mutual agreement and at the best possible price, all or part of the issued and outstanding Class "C" shares.

**D) CLASS "D" PREFERRED SHARES:** The number of Class "D" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) Dividends. When the Corporation shall declare dividends, each holder of Class "D" shares shall be entitled to receive, to the extent of the dividends declared, prior to the holders of all other classes, and from the funds declared for the payment of dividends, a maximum annual, preferential and non-cumulative dividend based on the prime lending rate of the banking or financial institution of the Corporation at the date of declaration of the dividend, less one per cent (1%), as applied to the amount added, in respect of these shares, to the stated capital account maintained for the Class "D" shares. It shall be incumbent on the directors to determine the date, the time and the terms or manner of payment thereof.

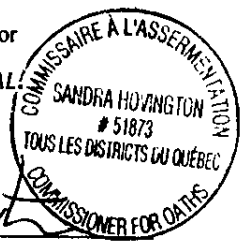
(2) Repayment. If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or

CERTIFIED TRUE COPY OF THE ORIGINAL

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*





(2) Repayment. If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of its shares, each holder of Class "D" shares shall be entitled, prior to the holders of Class "A", "B", "E", "F", "G", "H" and "I" shares, but subsequent to the holders of Class "C" shares, to repayment of the amount added, in respect of these shares, to the stated capital account maintained for the Class "D" shares, to which amount shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "D" shares.

**Insufficient assets**

If the assets of the Corporation are insufficient in order to pay to the holders of Class "D" shares the entire amount to which they are entitled in accordance with the above, such assets shall be divided proportionally among them according to the number of Class "D" shares which they hold.

(3) No right to additional share in profits. Class "D" shares shall not confer any other right to share in the property, in the profits or in the surplus assets of the Corporation.

(4) Right to vote. Holders of Class "D" shares shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each Class "D" share shall confer unto each holder thereof one (1) vote.

(5) Holder's right to retract shares. Subject to the provisions of subsection 36(2) of the Canada Business Corporations Act, each holder of Class "D" shares, at any time and in his or her discretion, shall be entitled, upon written notice, to retract, and to require the Corporation to redeem, all or part of his or her shares, at a price equal to the amount added, in respect of these shares, to the stated capital account maintained for the Class "D" shares, to which amount shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "D" shares. The retraction shall follow the procedure outlined in section (C) of Part II below.

(6) Right to purchase shares by mutual agreement. Subject to the provisions of subsections 34(2) and 35(3) of the Canada Business Corporations Act, the Corporation, at any time, if it deems it advisable to do so, without notice and without regard to the other classes of shares, may purchase or otherwise acquire by mutual agreement and at the best possible price, all or part of the issued and outstanding Class "D" shares.

**F) CLASS "E" PREFERRED SHARES:** The number of Class "E" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) Dividends. When the Corporation shall declare dividends, each holder of Class "E" shares shall be entitled to receive, to the extent of the dividends declared, prior to the holders of Class "A", "B", "F", "G", "H" and "I" shares, but subsequent to the holders of Class "D" shares, and from the funds declared for the payment of dividends, a maximum monthly, preferential and non-cumulative dividend of one per cent (1%) per month, computed on the basis of the "retraction value" of the Class "E" shares, as defined in subsection (5) below. It shall be incumbent on the directors to determine the date, the time and the terms or manner of payment thereof.

(2) Repayment. If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of its shares, each holder of Class "E" shares shall be entitled, prior to the holders of Class "A", "B", "F", "G", "H" and "I" shares, but subsequent to the holders of Class "C" and "D" shares, to payment of the "retraction value" of the Class "E" shares, as defined in subsection (5) below, to which value shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "E" shares.

**Insufficient assets**

If the assets of the Corporation are insufficient in order to pay to the holders of Class "E" shares the entire amount to which they are entitled in accordance with the above, such assets shall be divided proportionally among them according to the number of Class "E" shares which they hold.

(3) No right to additional share in profits. Class "E" shares shall not confer any other right to share in the property, in the profits or in the surplus assets of the Corporation.

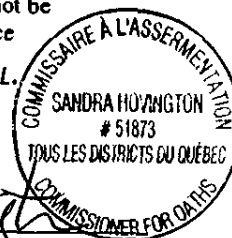
(4) No right to vote. Subject to the provisions of the Canada Business Corporations Act, holders of Class "E" shares shall not be entitled, in that capacity alone, to vote at meetings of the shareholders of the Corporation, to attend same or to receive notice

**CERTIFIED TRUE COPY OF THE ORIGINAL.**

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*



**FILED**

**17 AUG 08 AM 11:43**

**CLERK OF THE COURT  
JANUARY OF STATE  
ALLAHSEE FLORIDA**

entitled, in that capacity alone, to vote at meetings of the shareholders of the Corporation, to attend same or to receive notice thereof.

(5) Holder's right to retract shares. Subject to the provisions of subsection 36(2) of the Canada Business Corporations Act, each holder of Class "E" shares, at any time and in his or her discretion, shall be entitled, upon written notice, to retract, and to require the Corporation to redeem, all or part of his or her shares, at a price equal to their "retraction value", to which value shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "E" shares. The retraction shall follow the procedure outlined in section (C) of Part II below.

(a) Retraction value

The "retraction value" shall be the amount added, in respect of these shares, to the stated capital account maintained for the Class "E" shares, to which amount shall be added a premium equal to the amount by which the fair market value of the Class "B" shares, at the time of their exchange for Class "E" shares, shall exceed the amount added, in respect of these shares, to the stated capital account maintained for the Class "E" shares.

(b) Fair market value of shares exchanged

When the retraction applies in respect of all or part of the Class "E" shares which have been issued as consideration for the exchange of the Class "B" shares and when the determination of the value of the above-mentioned premium must be made, the Corporation and each holder of Class "E" shares whose shares are being retracted shall rely on the fair market value of the Class "B" shares, as determined in accordance with paragraph (4)(b) of Class "B" of Part I above, at the time of their exchange for Class "E" shares.

(c) Adjustment of the premium in the event of a challenge by the Revenue Department

In the event of a disagreement by the Department of National Revenue or by the "Ministère du Revenu du Québec", or by both, as to the determination of the fair market value of the Class "B" shares at the time of their exchange for Class "E" shares, the applicable departmental determination shall prevail. The amount of the premium in respect of the retraction of the re-evaluated shares shall be adjusted accordingly, provided the Department in question shall afford the Corporation and each holder of Class "E" shares (formerly holder of Class "B" shares), or, in the event of a retraction of all the shares, the Corporation and each former holder of Class "E" shares, the opportunity of challenging the departmental determination before the Department or before the courts. Where the federal determination differs from the provincial determination, the lesser of the determinations made according to all uncontested assessment or to a final court decision, as the case may be, shall be retained.

(6) Right to purchase shares by mutual agreement. Subject to the provisions of subsections 34(2) and 35(3) of the Canada Business Corporations Act, the Corporation, at any time, if it deems it advisable to do so, without notice and without regard to the other classes of shares, may purchase or otherwise acquire by mutual agreement and at the best possible price, all or part of the issued and outstanding Class "E" shares. However, this purchase price in no way shall exceed the retraction value referred to in subsection (5) above or the realizable value of the net assets of the Corporation.

F) CLASS "F" PREFERRED SHARES: The number of Class "F" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) Dividends. When the Corporation shall declare dividends, each holder of Class "F" shares shall be entitled to receive, to the extent of the dividends declared, prior to the holders of Class "A", "B", "G", "H" and "I" shares, but subsequent to the holders of Class "D" and "E" shares, and from the funds declared for the payment of dividends, a maximum monthly, preferential and non-cumulative dividend of one per cent (1%) per month, computed on the basis of the "retraction value" of the Class "F" shares, as defined in subsection (5) below. It shall be incumbent on the directors to determine the date, the time and the terms or manner of payment thereof.

(2) Repayment. If for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of its shares, each holder of Class "F" shares shall be entitled, prior to the holders of Class "A", "B", "G", "H" and "I" shares, but subsequent to the holders of Class "C", "D" and "E" shares, to payment of the "retraction value" with respect to the Class "F" shares, as defined in subsection (5) below, to which value shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "F" shares.

Insufficient assets

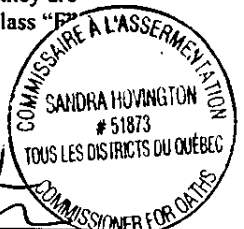
If the assets of the Corporation are insufficient in order to pay to the holders of Class "F" shares the entire amount to which they are entitled in accordance with the above, such assets shall be divided proportionally among them according to the number of Class "F" shares.

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011.

*Sandra Hovington*



entitled in accordance with the above, such assets shall be divided proportionally among them according to the number of Class "F" shares which they hold.

(3) No right to additional share in profits. Class "F" shares shall not confer any other right to share in the property or profits of the Corporation in the surplus assets of the Corporation.

(4) No right to vote. Subject to the provisions of the Canada Business Corporations Act, holders of Class "F" shares shall not be entitled, in that capacity alone, to vote at meetings of the shareholders of the Corporation, to attend same or to receive notice thereof.

(5) Holder's right to retract shares. Subject to the provisions of subsection 36(2) of the Canada Business Corporations Act, each holder of Class "F" shares, at any time and in his or her discretion, shall be entitled, upon written notice, to retract, and to require the Corporation to redeem, all or part of his or her shares, at a price equal to their "retraction value", to which value shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "F" shares. The retraction shall follow the procedure outlined in section (C) of Part II below.

(a) Retraction value

The "retraction value" shall be the amount added, in respect of these shares, to the stated capital account maintained for the Class "F" shares, to which amount shall be added a premium equal to the amount by which the fair market value of the consideration received by the Corporation at the time of the issue of these Class "F" shares shall exceed the aggregate of:

- (i) the amount added, in respect of these shares, to the stated capital account maintained for the Class "F" shares; and
- (ii) the fair market value of any property, other than a Class "F" share, given by the Corporation as payment for this consideration.

(b) Determination of the fair market value of the consideration

At the time of the issue of the Class "F" shares, the Corporation and each subscriber of Class "F" shares, by way of a method deemed to be fair and reasonable, shall determine jointly and in good faith, the fair market value of each of the properties included in the consideration received by the Corporation at the time of the issue of these Class "F" shares.

(c) Adjustment of the premium in the event of a challenge by the Revenue Department

In the event of a disagreement by the Department of National Revenue or by the "Ministère du Revenu du Québec", or by both, as to the determination of the fair market value of one or more of the properties included in the consideration received by the Corporation at the time of the issue of the Class "F" shares, the applicable departmental determination shall prevail. The amount of the premium relating to the retraction of the Class "F" shares shall be adjusted accordingly, provided the Department in question shall afford the Corporation and each holder of Class "F" shares, or, in the event of a retraction of all the shares, the Corporation and each former holder of Class "F" shares, the opportunity of challenging the departmental determination before the Department or before the courts. Where the federal determination differs from the provincial determination, the lesser of the determinations made according to all uncontested assessment or to a final court decision, as the case may be, shall be retained.

(6) Right to purchase shares by mutual agreement. Subject to the provisions of subsections 34(2) and 35(3) of the Canada Business Corporations Act, the Corporation, at any time, if it deems it advisable to do so, without notice and without regard to the other classes of shares, may purchase or otherwise acquire by mutual agreement and at the best possible price, all or part of the issued and outstanding Class "F" shares. However, this purchase price in no way shall exceed the retraction value referred to in subsection (5) above or the realizable value of the net assets of the Corporation.

C) CLASS "G" PREFERRED SHARES: The number of Class "G" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) Dividends. When the Corporation shall declare dividends, each holder of Class "G" shares shall be entitled to receive, to the extent of the dividends declared, prior to the holders of Class "A", "B", "H" and "I" shares, but subsequent to the holders of Class "D", "E" and "F" shares, and from the funds declared for the payment of dividends, a maximum annual, preferential and non-cumulative dividend based on the prime lending rate of the banking or financial institution of the Corporation at the date of declaration of the dividend, plus one per cent (1%), as applied to the "retraction value" of the Class "G" shares, as defined in subsection (5) below. It shall be incumbent on the directors to determine the date, the time and the terms or manner of payment thereof.

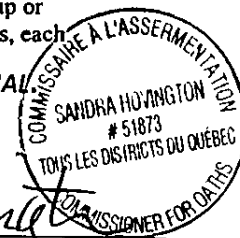
(2) Repayment. If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of its shares, each

CERTIFIED TRUE COPY OF THE ORIGINAL

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Huwington*



FILED

AUG 28 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of Class "G" shares, each holder of Class "G" shares shall be entitled, prior to the holders of Class "A", "B", "H" and "I" shares, but subsequent to the holders of Class "C", "D", "E" and "F" shares, to payment of the "retraction value" with respect to the Class "G" shares, as defined in subsection (5) below, to which value shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "G" shares.

#### Insufficient assets

If the assets of the Corporation are insufficient in order to pay to the holders of Class "G" shares the entire amount to which they are entitled in accordance with the above, such assets shall be divided proportionally among them according to the number of Class "G" shares which they hold.

(3) No right to additional share in profits. Class "G" shares shall not confer any other right to share in the property, in the profits or in the surplus assets of the Corporation.

(4) No right to vote Subject to the provisions of the Canada Business Corporations Act, holders of Class "G" shares shall not be entitled, in that capacity alone, to vote at meetings of the shareholders of the Corporation, to attend same or to receive notice thereof.

(5) Holder's right to retract shares. Subject to the provisions of subsection 36(2) of the Canada Business Corporations Act, each holder of Class "G" shares, at any time and in his or her discretion, shall be entitled, upon written notice, to retract, and to require the Corporation to redeem, all or part of his or her shares, at a price equal to their "retraction value", to which value shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "G" shares. The retraction shall follow the procedure outlined in section (C) of Part II below.

#### (a) Retraction value

The "retraction value" shall be the amount added, in respect of these shares, to the stated capital account maintained for the Class "G" shares, to which amount shall be added a premium equal to the amount by which the fair market value of the consideration received by the Corporation at the time of the issue of these Class "G" shares shall exceed the aggregate of:

- (i) the amount added, in respect of these shares, to the stated capital account maintained for the Class "G" shares; and
- (ii) the fair market value of any property, other than a Class "G" share, given by the Corporation as payment for this consideration.

#### (b) Determination of the fair market value of the consideration.

At the time of the issue of the Class "G" shares, the Corporation and each subscriber of Class "G", by way of a method deemed to be fair and reasonable, shall determine jointly and in good faith, the fair market value of each of the properties included in the consideration received by the Corporation at the time of the issue of these Class "G" shares.

#### (c) Adjustment of the premium in the event of a challenge by the Revenue Department

In the event of a disagreement by the Department of National Revenue or by the "Ministère du Revenu du Québec", or by both, as to the determination of the fair market value of one or more of the properties included in the consideration received by the Corporation at the time of the issue of the Class "G" shares, the applicable departmental determination shall prevail. The amount of the premium relating to the retraction of the Class "G" shares shall be adjusted accordingly, provided the Department in question shall afford the Corporation and each holder of Class "G" shares, or, in the event of a retraction of all the shares, the Corporation and each former holder of Class "G" shares, the opportunity of challenging the departmental determination before the Department or before the courts. Where the federal determination differs from the provincial determination, the lesser of the determinations made according to an uncontested assessment or to a final court decision, as the case may be, shall be retained.

(6) Right to purchase shares by mutual agreement. Subject to the provisions of subsections 34(2) and 35(3) of the Canada Business Corporations Act, the Corporation, at any time, if it deems it advisable to do so, without notice and without regard to the other classes of shares, may purchase or otherwise acquire by mutual agreement and at the best possible price, all or part of the issued and outstanding Class "G" shares. However, this purchase price in no way shall exceed the retraction value referred to in subsection (5) above or the realizable value of the net assets of the Corporation.

H) CLASS "H" PREFERRED SHARES: The number of Class "H" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

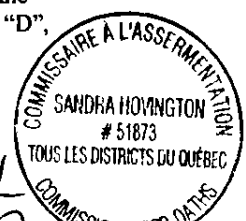
(1) Dividends. When the Corporation shall declare dividends, each holder of Class "H" shares shall be entitled to receive, to the extent of the dividends declared, prior to the holders of Class "A", "B" and "I" shares, but subsequent to the holders of Class "D",

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*



FILED

AUG-8 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

extent of the dividends declared, prior to the holders of Class "A", "B" and "I" shares, but subsequent to the holders of Class "E", "F" and "G" shares, and from the funds declared for the payment of dividends, a maximum annual, preferential and non-cumulative dividend of eight percent (8%) per year, computed on the basis of the amount added, in respect of these shares, to the stated capital account maintained for the Class "H" shares, and it shall be incumbent on the directors to determine the date, the time and the terms or manner of payment thereof.

(2) Repayment. If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of its shares, each holder of Class "H" shares shall be entitled, prior to the holders of Class "A", "B", and "I" shares, but subsequent to the holders of Class "C", "D", "E", "F" and "G" shares, to repayment of the amount added, in respect of these shares, to the stated capital account maintained for the Class "H" shares, to which amount shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "H" shares.

#### Insufficient assets

If the assets of the Corporation are insufficient in order to pay to the holders of Class "H" shares the entire amount to which they are entitled in accordance with the above, such assets shall be divided proportionally among them according to the number of Class "H" shares which they hold.

(3) No right to additional share in profits. Class "H" shares shall not confer any other right to share in the property, in the profits or in the surplus assets of the Corporation.

(4) No right to vote, subject to the provisions of the Canada Business Corporations Act, holders of Class "H" shares shall not be entitled, in that capacity alone, to vote at meetings of the shareholders of the Corporation, to attend same or to receive notice thereof.

(5) Holder's right to retract shares. Subject to the provisions of subsection 36(2) of the Canada Business Corporations Act, each holder of Class "H" shares, at any time and in his or her discretion, shall be entitled, upon written notice, to retract, and to require the Corporation to redeem, all or part of his or her shares, at a price equal to the amount added, in respect of these shares, to the stated capital account maintained for the Class "H" shares, to which amount shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "H" shares. The retraction shall follow the procedure outlined in section (C) of Part II below.

(6) Right to purchase shares by mutual agreement. Subject to the provisions of subsections 34(2) and 35(3) of the Canada Business Corporations Act, the Corporation, at any time, if it deems it advisable to do so, without notice and without regard to the other classes of shares, may purchase or otherwise acquire by mutual agreement and at the best possible price, all or part of the issued and outstanding Class "H" shares.

**I) CLASS "I" PREFERRED SHARES:** The number of Class "I" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) Dividends. When the Corporation shall declare dividends, each holder of Class "I" shares shall be entitled to receive, to the extent of the dividends declared, prior to the holders of Class "A" and "B" shares, but subsequent to the holders of Class "D", "E", "F", "G" and "H" shares, and from the funds declared for the payment of dividends, a maximum annual, preferential and non-cumulative dividend of eight percent (8%) per year, computed on the basis of the amount added, in respect of these shares, to the stated capital account maintained for the Class "I" shares, and it shall be incumbent on the directors to determine the date, the time and the terms or manner of payment thereof.

(2) Repayment. If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the Corporation to the holders of its shares, each holder of Class "I" shares shall be entitled, prior to the holders of Class "A" and "B" shares, but subsequent to the holders of Class "C", "D", "E", "F", "G" and "H" shares, to repayment of the amount added, in respect of these shares, to the stated capital account maintained for the Class "I" shares, to which amount shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "I" shares.

#### Insufficient assets

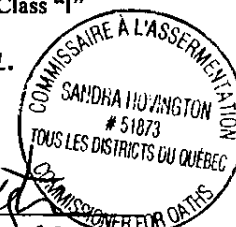
If the assets of the Corporation are insufficient in order to pay to the holders of Class "I" shares the entire amount to which they are entitled in accordance with the above, such assets shall be divided proportionally among them according to the number of Class "I" shares which they hold.

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*



shares which they hold.

(3) No right to additional share in profits. Class "I" shares shall not confer any other right to share in the property, in the profits or in the surplus assets of the Corporation.

(4) No right to vote. Subject to the provisions of the Canada Business Corporations Act, holders of Class "I" shares shall not be entitled, in that capacity alone, to vote at meetings of the shareholders of the Corporation, to attend same or to receive notice thereof.

(5) Right of Corporation to unilaterally redeem shares. Subject to the provisions of subsection 36(2) of the Canada Business Corporations Act, the Corporation, at any time, if it deems it advisable to do so and upon at least thirty (30) days' written notice, shall be entitled to unilaterally redeem all or part of the Class "I" shares, at a price equal to the amount added, in respect of these shares, to the stated capital account maintained for the Class "I" shares, to which amount shall be added, as the case may be, the amount of any declared but unpaid dividends with respect to the Class "I" shares. The redemption shall follow the procedure outlined in section (D) of Part II below.

(6) Right to purchase shares by mutual agreement. Subject to the provisions of subsections 34(2) and 35(3) of the Canada Business Corporations Act, the Corporation, at any time, if it deems it advisable to do so, without notice and without regard to the other classes of shares, may purchase or otherwise acquire by mutual agreement and at the best possible price, all or part of the issued and outstanding Class "I" shares.

## PART II EXERCISE OF CERTAIN RIGHTS

### (A) RIGHT TO EXCHANGE SHARES

(1) Exchange procedure. Each holder of Class "B" shares who wishes to avail himself or herself of his or her right to exchange his or her shares shall deliver to the registered office of the Corporation or to the office of its transfer agent a notice in writing indicating the number of Class "B" shares which he or she wishes to exchange as well as the date at which such exchange shall take place. This notice shall be sent along with the certificate or certificates representing the Class "B" shares which are to be exchanged and shall bear the signature of the person registered in the Corporate Records Book as being the holder of these Class "B" shares or the signature of his or her duly authorized representative. Upon receipt of this notice and of the certificate or certificates representing the Class "B" shares which are to be exchanged, the Corporation shall draw up a certificate for the Class "E" shares which it is issuing as consideration for the exchange.

(2) Partial exchange. If only part of the shares of the holder of Class "B" shares is being exchanged, the Corporation shall, without charge, issue to him or her a new certificate representing his or her Class "B" shares which have not been exchanged.

(3) Amendment of the stated capital accounts. In accordance with the provisions of the Canada Business Corporations Act, the Class "B" shares so exchanged shall be automatically cancelled and shall automatically become Class "E" shares at the date of their exchange and the Corporation shall amend accordingly the stated capital accounts maintained for the Class "B" and "E" shares.

### (B) AUTOMATIC REDEMPTION OF SHARES UPON DEATH OF THE HOLDER

(1) Redemption procedure. Upon receipt of the certificate or certificates representing the Class "C" shares which are to be redeemed, and without regard to the other classes of shares, the Corporation shall proceed to automatically redeem the Class "C" shares, and, provided it may legally do so, the Corporation shall have thirty (30) days from the date of death to pay to the heirs, legatees, liquidators or testamentary executors, transferees, mandataries or agents, legal representatives, successors, assigns or rightful claimants of the deceased shareholder a price equal to the amount added, in respect of these shares, to the stated capital account maintained for the Class "C" shares.

(2) Payment beyond the deadline. If the provisions of subsection 36(2) of the Canada Business Corporations Act prevent it from paying the full redemption price to the heirs, legatees, liquidators or testamentary executors, transferees, mandataries or agents, legal representatives, successors, assigns or rightful claimants of the deceased shareholder within the time frame specified above, the Corporation shall pay a first installment of the redemption price within the thirty (30) day time limit, provided that it may legally do so, and it shall pay any unpaid balance as soon as it shall be legally able to do so.

(3) Amendment of the stated capital account. In accordance with the provisions of the Canada Business Corporations Act, the Class "C" shares so redeemed upon death of the shareholder shall be automatically cancelled at the date of their redemption and the Corporation shall reduce accordingly the stated capital account maintained for the Class "C" shares.

CERTIFIED TRUE COPY OF THE ORIGINAL  
Montreal, Quebec  
This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*



FILED

11 AUG -8 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Corporation shall reduce accordingly the stated capital account maintained for the Class "C" shares.

#### (C) HOLDER'S RIGHT TO RETRACT SHARES

(1) Retraction procedure. Each holder of Class "D", "E", "F", "G" or "H" shares, as the case may be, who wishes to avail himself or herself of his or her right to retract shares shall deliver to the registered office of the Corporation or to the office of its transfer agent a notice in writing indicating the number of shares of the applicable Class which are being retracted by the shareholder and which are to be redeemed by the Corporation as well as the date at which he or she wishes the retraction to take place. This notice shall be sent along with the certificate or certificates representing the shares of the applicable Class which are being retracted by the shareholder and which are to be redeemed by the Corporation and shall bear the signature of the person registered in the Corporate Records Book as being the holder of these shares of the applicable Class or the signature of his or her duly authorized representative. Upon receipt of this notice and of the certificate or certificates representing the shares of the applicable Class which are being retracted by the shareholder and which are to be redeemed by the Corporation, and without regard to the other classes of shares, the Corporation shall proceed to redeem the shares of the applicable Class and shall have thirty (30) days from the date of retraction to pay to the shareholder of the applicable Class, or, in the event of a retraction of all of the shares, to the former shareholder of the applicable Class, the retraction price of his or her shares.

(2) Payment beyond the deadline. If the provisions of subsection 36(2) of the Canada Business Corporations Act prevent it from paying the full retraction price to a shareholder or to a former shareholder within the time frame specified above, the Corporation shall pay a first installment of the retraction price within the thirty (30) day time limit, provided that it may legally do so, and it shall pay any unpaid balance as soon as it shall be legally able to do so.

(3) Partial retraction. If only part of the shareholder's issued and outstanding Class "D", "E", "F", "G" or "H" shares, as the case may be, is being retracted and redeemed, the Corporation shall, without charge, issue to the shareholder in question a new certificate representing his or her shares of this Class which have not been retracted and redeemed.

(4) Amendment of the stated capital account. In accordance with the provisions of the Canada Business Corporations Act, the Class "D", "E", "F", "G" or "H" shares, as the case may be, so retracted by the shareholder and redeemed by the Corporation shall be automatically cancelled at the date of their retraction and redemption and the Corporation shall reduce accordingly the stated capital account maintained for the shares of the appropriate Class.

#### (D) RIGHT OF CORPORATION TO UNILATERALLY REDEEM SHARES

(1) Redemption procedure. When the Corporation plans to proceed with a redemption of Class "I" shares, it shall, at least thirty (30) days prior to the date scheduled for such redemption, provide notice in writing of its intention to any holder of Class "I" shares whose shares are to be redeemed and who is registered in the Corporate Records Book on the day when the notice is sent. Such notice shall be sent by registered or certified mail to each shareholder so registered whose shares are to be redeemed, at his or her last-known address indicated in the Corporate Records Book. The accidental failure or involuntary omission to give such notice to any shareholder shall not void the redemption with respect to the shares of any other shareholder who shall have received such notice.

(2) Partial redemption. If the Corporation proceeds to effect a partial redemption of the Class "I" shares, this redemption shall be carried out proportionally to the number of issued and outstanding Class "I" shares, regardless of fractional shares. If only part of the shareholder's issued and outstanding Class "I" shares is being redeemed, the Corporation shall, without charge, issue to the shareholder in question a new certificate representing his or her Class "I" shares which have not been redeemed.

(3) Contents of the notice. The notice shall specify the price per share at which the redemption shall take place, the redemption date and, if the redemption applies only to part of the issued and outstanding Class "I" shares, the number of shares which are to be redeemed. The notice shall also indicate to any shareholder the date, the time and the place as well as the procedure to be followed for the surrender of the certificate or certificates representing the shares which are to be redeemed and for the payment of the redemption price.

(4) Amendment of the stated capital account. In accordance with the provisions of the Canada Business Corporations Act, the Class "I" shares so redeemed unilaterally by the Corporation shall be automatically cancelled at the date of their redemption and the Corporation shall reduce accordingly the stated capital account maintained for the Class "I" shares.

#### (E) RIGHT TO PURCHASE SHARES BY MUTUAL AGREEMENT

In accordance with the provisions of the Canada Business Corporations Act, the Class "C", "D", "E", "F", "G", "H" or "I" shares

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Huvington*



FILED

11 AUG -8 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with the provisions of the Canada Business Corporations Act, the Class "C", "D", "E", "F", "G", "H" or "I" shares, as the case may be, purchased or otherwise acquired by mutual agreement shall be automatically cancelled at the date of their purchase or of their acquisition and the Corporation shall reduce accordingly the stated capital account maintained for the shares of the appropriate Class.

FILED  
11 AUG - 8 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*  
Commissioner of Oaths for the Province of Quebec





**Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions**

No share issued by the Corporation, shall be transferred or assigned without the consent of the Board of Directors, which consent shall be evidenced by a valid resolution of the Board of Directors. This consent, however, may validly be given after the transfer or assignment has been recorded in the Corporate Records Book, in which case the transfer or assignment shall be valid and take effect retroactively upon the date on which the transfer or assignment was recorded.

**FILED**  
11 AUG - 8 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFIED TRUE COPY OF THE ORIGINAL.**

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*

Commissioner of Oaths for the Province of Quebec



Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale

None

**FILED**  
11 AUG - 8 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFIED TRUE COPY OF THE ORIGINAL.

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*

Commissioner of Oaths for the Province of Quebec



Item 7 - Other Provisions / Rubrique 7 - Autres dispositions

**1. BORROWING POWERS**

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred by section 189 of the Canada Business Corporations Act, R.S.C. 1985, c. C-44, the Board of Directors, if it sees fit, may, 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;
- d) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality of property, movable 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.

**2. 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 Board of Directors in order to be assumed by the shareholders pursuant to a unanimous shareholder agreement according to section 146 of the Canada Business Corporations 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.

**3. RESTRICTIONS ON THE TRANSFER OR THE ASSIGNMENT OF SECURITIES**

As long as the Corporation qualifies as a "private issuer" within the meaning of Regulation 45-106 respecting prospectus and registration exemptions, no transfer or assignment of securities (other than non-convertible debt securities) of the Corporation shall occur without the consent of the Board of Directors of the Corporation evidenced by a valid resolution of the Board of Directors.

**CERTIFIED TRUE COPY OF THE ORIGINAL.**

Montreal, Quebec

This 29<sup>th</sup> day of July, 2011

*Sandra Hovington*  
Commissioner of Oaths for the Province of Quebec



**FILED**

**11 AUG -8 AM 11:43**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**



Information Regarding the Registered Office and the Board of Directors  
Information concernant le siège social et le conseil d'administration

(To be filed with Articles of Incorporation, Amalgamation and Continuance)

(À être utilisé pour une nouvelle constitution en société par actions, une fusion ou une prorogation)

(Sections 19, 106 and 113(1) of the CBCA - articles 19 et 106 et paragraphe 113(1) de la LCSA)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1 Corporation name - Dénomination sociale de la société OLD SOUTH CHIC'N'RIBS ROTISSERIE INC. ROTISSERIE OLD SOUTH CHIC'N'RIBS INC.	Corporation No. - N° de la société 732387-5
---	--

2 Address of registered office (must be a street address): Adresse du siège social (doit être une adresse municipale):			
Attention Of - À l'attention de			
Number and Street Name - Numéro et nom de la rue 7720 Henri-Bourassa Blvd. West	City - Ville Saint-Laurent	Prov./Terr. QC	Postal Code - Code Postal H4S 1W3

3 Mailing address (if different from the registered office): Adresse postale (si elle est différente de l'adresse du siège social):			
Attention Of - À l'attention de			
Number and Street Name - Numéro et nom de la rue 7720 Henri-Bourassa Blvd. West	City - Ville Saint-Laurent	Prov./Terr. QC	Postal Code - Code Postal H4S 1W3

4 Members of the board of directors: Membres du conseil d'administration:		Canadian Resident (Y/N) Résident canadien (O/N)
Name - Nom PETER ANASTOPOULOS IOANNIS PAVLATOS	Residential Address - Adresse domiciliaire 303 NEWTON, DOLLARD-DES-ORMEAUX, QC, Canada, H9A 3G3 528 TOUSSAINT, LAVAL, QC, Canada, H7X 3S5	Y Y

5 Declaration - Déclaration: I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form. J'atteste par la présente que je possède une connaissance suffisante et que je suis autorisé à signer et à soumettre le présent formulaire.
---

Print Name - Nom en lettres moulées  
CATHERINE PANTOULIS  
Telephone number - Numéro de téléphone  
514-844-8631

Signature

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

CERTIFIED TRUE COPY OF THE ORIGINAL.  
Montreal, Quebec  
This 29<sup>th</sup> day of July, 2011

Commissioner of Oaths for the Province of Quebec



Canada

FILED  
11 AUG -8 AM 11:43  
SECRETARY OF STATE  
ALLAHABAD, INDIA