

F110000004032

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

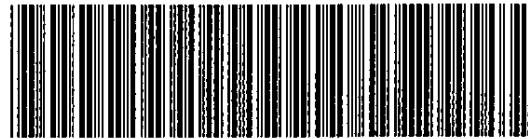
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400212821534

10/05/11--01019--012 \*\*87.50

FILED  
11 OCT -5 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/6  
S

611000051717

## COVER LETTER

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

**SUBJECT:** ONTARIO, 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:

JORDANA SARRELL, ESQ.

Name of Person

JORDANA SARRELL, PA

Firm/Company

5499 N. FEDERAL HWY STE B

Address

BOLARATON, FL 33487

City/State and Zip code

jordana@jordanasarrellpa.com

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

For further information concerning this matter, please call:

Jordana

Name of Person

at (561) 347 5151

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

FILED  
11 OCT -5 PM 4:10  
TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

**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. ONTARIO, 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. 8/3/2011 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 5499 N. Federal Hwy Ste B Boca Raton, FL 33487  
(Principal office address)

81 Sir Williams Ln. Toronto, Ontario Canada  
(Current mailing address) M9A1V2

8. to carry out 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:

Judana Sarrell, Esq.

Office Address:

5499 N. Federal Hwy Ste B  
Boca Raton, Florida 33407  
(City) (Zip code)

FILED  
11 OCT -5 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.*

Judana Sarrell  
(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: Frank Stacho

Address: 81 Sir Williams Ln. Toronto, Ontario Canada M9A1V2

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

**B. OFFICERS**

President: Frank Stacho

Address: 81 Sir Williams Ln. Toronto, Ontario Canada M9A1V2

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

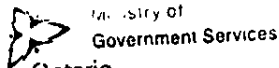
The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. FRANK STACHO

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

FILED  
OCT - 5 PM 4:10  
TALLAHASSEE, FLORIDA

For Ministry Use Only  
À l'usage exclusif du ministère



**Ontario  
CERTIFICATE**

This is to certify that these articles  
are effective on

Ministère des  
Services gouvernementaux

**CERTIFICAT**  
Ceci certifie que les présents statuts  
entrent en vigueur le

Ontario Corporation Number  
Numéro de la société en Ontario

**1856412**

**AUGUST 03 AOUT, 2011**

*K. [Signature]*

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

Form 1  
Business  
Corporations  
Act

Formule 1  
Loi sur les  
sociétés par  
actions

**ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT)

1856412	ONTARIO	INC.
---------	---------	------

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

**81 SIR WILLIAMS LANE**

(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 d'un édifice à bureaux, numéro du bureau)

**TORONTO**

**ONTARIO**

**M 9 A 1 V 2**

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

(Postal Code)  
(Code postal)

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

Fixed number  
Nombre fixe

OR minimum and maximum  
OU minimum et maximum

**1**

**5**

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

First name, middle names and surname  
Prénom, autres Prénoms et nom de famille

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

Resident Canadian?  
Yes or No  
Résident canadien?  
Oui/Non

**FRANK STACHO**

**81 SIR WILLIAMS LANE  
TORONTO, ON M9A 1V2**

**Yes**

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 société.*

NONE

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 société est autorisée à émettre :*

The corporation is authorized to issue:

- an unlimited number of Common Shares;
- an unlimited number of Class A Special Shares;
- an unlimited number of Class B Special Shares;
- an unlimited number of Class C Special Shares.

- 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, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :*

The said Class A Special Shares shall have attached thereto the following:

1. The holders of the Class A Special Shares shall be entitled to receive in each fiscal year out of the money available for dividends, non-cumulative dividends on the capital for the time being paid thereon, payable when and at such times and in such amounts and at such places in Canada as the Board of Directors may from time to time determine. The dividends on the Class A Special Shares are non-cumulative and if in any fiscal year the Board of Directors in its discretion does not declare the dividends or any part thereof on a Class A Special Share then the rights of the holders thereof to such dividends or to any greater dividend than the dividends actually declared for such fiscal year shall be forever extinguished;
2. The holders of the Class A Special Shares shall be entitled to one vote for each Class A Special Share held by them at all shareholders' meetings;
3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class A Special Shares shall be paid or distributed equally share for share to the holders of the Class A Special Shares without preference or distinction;
4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class A Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;
5. Upon the date and the place specified in the said notice to call the holders of the Class A Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Class A Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class A Special Shares covered by such deposit shall be redeemed.

Rights, privileges, restrictions and conditions attached to Class B Special Shares:

1. The holders of the Class B Special Shares shall be entitled to receive in each fiscal year out of the money available for dividends, non-cumulative dividends on the capital for the time being paid thereon, payable when and at such times and in such amounts and at such places in Canada as the Board of Directors may from time to time determine. The dividends on the Class B Special Shares are non-cumulative and if in any fiscal year the Board of Directors in its discretion does not declare the dividends or any part thereof on a Class B Special Share then the rights of the holders thereof to such dividends or to any greater dividend than the dividends actually declared for such fiscal year shall be forever extinguished;
2. The holders of the Class B Special Shares shall not, as such have any voting rights for the election of directors or for any such purpose nor shall they be entitled to attend shareholders' meetings; holders of the Class B Special Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertakings or a substantial part thereof;
3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class B Special Shares shall be paid or distributed equally share for share to the holders of the Class B Special Shares without preference or distinction;
4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class B Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;
5. Upon the date and the place specified in the said notice to call the holders of the Class B Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Class B Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class B Special Shares covered by such deposit shall be redeemed.
6. Except as above set forth the holders of the Class B Special Shares shall not be entitled to participate to any further extent in the profits or assets of the corporation available for distribution to shareholders.



Rights, privileges, restrictions and conditions attached to Class C Special Shares:

1. The holders of the Class C Special Shares shall in the discretion of the directors in each year carry the right to fixed non-cumulative dividends at the rate to be prescribed by the directors at the time of issue;
2. The holders of the Class C Special Shares shall not, as such have any voting rights for the election of directors or for any such purpose nor shall they be entitled to attend shareholders' meetings; holders of the Class C Special Shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertakings or a substantial part thereof;
3. In the event of liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Class C Special Shares shall be paid or distributed equally share for share to the holders of the Class C Special Shares without preference or distinction;
4. The corporation may redeem on thirty (30) day's notice in writing to the respective holder thereof, mailed to their respective addresses, the whole or any part of the Class C Special Shares outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;
5. Upon the date and the place specified in the said notice to call the holders of the Class C Special Shares so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Class C Special Shares for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Class C Special Shares covered by such deposit shall be redeemed.
6. Except as above set forth the holders of the Class C Special Shares shall not be entitled to participate to any further extent in the profits or assets of the corporation available for distribution to shareholders.

The said Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of the Common Shares shall be entitled to receive in each fiscal year cumulative dividends from the capital available for distribution of dividends payable when and at such time and in such amounts as the Board of Directors may from time to time determine;
2. The holders of the Common Shares shall be entitled to one (1) vote for each Common Share held by them at all meetings of shareholders;
3. In the event of dissolution, liquidation, or the winding-up of the corporation, all the property and assets of the corporation which are available for distribution to the holders of the Common Shares shall be distributed rateably among the holders of the Common Shares held by each shareholder when compared to the total number of issued and outstanding Common Shares.

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 es/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

No share of the corporation shall be transferred without:

either the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors or by instruments in writing signed by all the directors;

or the express consent of the shareholders of the corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all of the shares.

## 9. Other provisions if any:

*Autres dispositions, s'il y a lieu :*

1. that any invitation to the public to subscribe for any shares or securities of the corporation is hereby prohibited.
2. that the number of shareholders of the corporation, exclusive of persons who are in the employment of the corporation and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after termination of that employment, to be shareholders of the corporation, is limited to not more than fifty (50), two (2) or more person who are the joint registered owners of one (1) or more shares being counted as one (1) shareholders.
3. that the corporation may be dissolved or wound up with the consent of 50% of the shareholders of the corporation.
4. the corporation may use the French language equivalent of its name in the Province of Quebec or any other Province that requires the name of the corporation to be the French language.

## 10. The names and addresses of the incorporators are:

*Noms et adresses des fondateurs :*

First name, middle names and surname or corporate name  
*Prénom, autres prénoms et nom de famille ou  
 dénomination sociale*

Full address for service or if a corporation, the address of  
 the registered or head office giving street & No. or R.R.  
 No., municipality, province, country and postal code  
*Domicile élu au complet ou, dans le cas d'une société,  
 adresse du siège social ou adresse de l'établissement  
 principal, y compris la rue et le numéro ou le numéro de  
 la R.R., la municipalité, la province, le pays et le code  
 postal*


FRANK STACHO

81 SIR WILLIAMS LANE  
 TORONTO, ON M9A 1V2

These articles are signed in duplicate.

*Les présents statuts sont signés en double exemplaire.*

Full name(s) and signature(s) of incorporator(s). In the case of a corporation set out the name of the corporation and the  
 name and office of the person signing on behalf of the corporation  
*Nom(s) au complet et signature(s) du ou des fondateurs. Si le fondateur est une société, indiquer la dénomination sociale  
 et le nom et le titre de la personne signant au nom de la société*



*Signature / signature*

FRANK STACHO

Name of incorporator (or corporation name & signatories name and office)  
*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)*

\_\_\_\_\_  
*Signature / signature*

\_\_\_\_\_  
 Name of incorporator (or corporation name & signatories name and office)  
*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)*

\_\_\_\_\_  
*Signature / signature*

\_\_\_\_\_  
 Name of incorporator (or corporation name & signatories name and office)  
*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)*

\_\_\_\_\_  
*Signature / signature*

\_\_\_\_\_  
 Name of incorporator (or corporation name & signatories name and office)  
*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)*