

# F13000004153

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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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DIVISION OF CORPORATIONS  
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9/26/13

## COVER LETTER

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

**SUBJECT:** 2387818 Ontario Limited 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:

Jeffrey B. Bock

Name of Person

Jeffrey B. Bock, P.A.

Firm/Company

1880 N. Congress Avenue, Suite 302

Address

Boynton Beach, FL 33426

City/State and Zip code

jeff@bocklawyer.com

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

For further information concerning this matter, please call:

Jeffrey B. Bock

Name of Person

at ( 561 ) 392-8788

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

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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. 2387818 Ontario Limited 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

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FEI number, if applicable)

4. September 12, 2013

(Date of incorporation)

5. Perpetual

(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. 513 Tipperary Avenue, Burlington, Ontario, Canada L7L 2L4

(Principal office address)

513 Tipperary Avenue, Burlington, Ontario, Canada L7L 2L4

(Current mailing address)

8. any and all lawful businesses

(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:

Jeffrey B. Bock

Office Address:

1880 N. Congress Ave., #302

Boynton Beach

(City)

, Florida

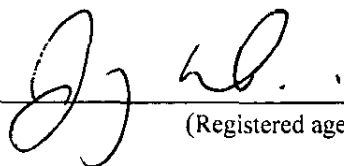
33426

(Zip code)

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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**

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

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

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

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

Director: **Norma Kathryn Jones**

Address: **513 Tipperary Avenue, Burlington, Ontario, Canada L7L 2L4**

Director: **Harold Alexander Jones**

Address: **513 Tipperary Avenue, Burlington, Ontario, Canada L7L 2L4**

**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.

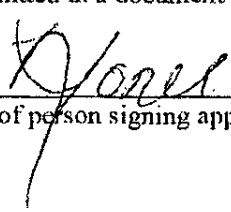
13. \_\_\_\_\_

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. **Norma Kathryn Jones, Director**

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



Request ID: 015706181  
Demande n°:  
Transaction ID: 052053578  
Transaction n°:  
Category ID: CT  
Catégorie:

Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

Date Report Produced: 2013/09/12  
Document produit le:  
Time Report Produced: 15:06:46  
Imprimé à:

## Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**2387818 ONTARIO LIMITED**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002387818**

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

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

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**SEPTEMBER 12 SEPTEMBRE, 2013**



Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

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2387818

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

1. The name of the corporation is: Dénomination sociale de la compagnie:  
2387818 ONTARIO LIMITED
  
2. The address of the registered office is: Adresse du siège social:  
  
513 TIPPERARY AVENUE  
  
(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'édifice à bureau, numéro du bureau)  
BURLINGTON ONTARIO  
CANADA L7L 2L4  
(Name of Municipality or Post Office) (Postal Code/Code postal)  
(Nom de la municipalité ou du bureau de poste)
  
3. Number (or minimum and maximum number) of directors is: Nombre (ou nombres minimal et maximal) d'administrateurs:  
Minimum 1 Maximum 10
  
4. The first director(s) is/are: Premier(s) administrateur(s):  
  
First name, initials and surname Resident Canadian State Yes or No  
Prénom, initiales et nom de famille Résident Canadien Oui/Non  
  
Address for service, giving Street & No. Domicile élu, y compris la rue et le  
or R.R. No., Municipality and Postal Code numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal
  
- \* NORMA KATHRYN YES  
JONES  
513 TIPPERARY AVENUE  
  
BURLINGTON ONTARIO  
CANADA L7L 2L4

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

Premier(s) administrateur(s):

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

Resident Canadian State Yes or No  
Résident Canadien Oui/Non

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

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

\* HAROLD ALEXANDER

YES

JONES

513 TIPPERARY AVENUE

BURLINGTON ONTARIO

CANADA L7L 2L4

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

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 compagnie est autorisée à émettre:*

An unlimited number of Class A Special Shares, an unlimited number of Class B Special Shares and an unlimited number of Common Shares.

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, 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 que peut être émise en série:*

(1) CLASS A SPECIAL SHARES

(a) The holders of the Class A Special Share or Shares shall be entitled to receive dividends, and the Corporation shall pay dividends thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the Board of Directors may from time to time determine and all dividends which the directors may declare on the Class A Special Shares shall be declared and paid in equal amounts per share on all Class A Special Shares at the time outstanding. Each holder of the Class A Special Share or Shares shall not be entitled to any dividend or dividends other than or in excess of the dividends herein provided for.

(b) The Corporation shall have the right to redeem at any time the whole or, from time to time, any lesser number of the then outstanding Class A Special Share or Shares on payment for each share to be redeemed the sum of One Dollar (\$1.00) (known as the "Class A Special Share Redemption Amount" where used or referred to in these Articles), together with the amount of any dividends that are declared and unpaid, upon thirty (30) days written notice to each holder of the Class A Special Share or Shares to be redeemed given in such manner as notice may, by the by-laws of the Corporation, be given to the shareholders; if notice of any such redemption be given, and an amount sufficient to redeem the Class A Special Share or Shares called for redemption be deposited with a chartered bank or banks in Canada, specified in the notice, on or before the date fixed for redemption, then the Class A Special Share or Shares called for redemption shall be redeemed on the redemption date specified in the notice and the rights of the holders thereof shall be limited to receiving without interest, their proportionate part of the total redemption price so deposited upon presentation and surrender of the certificate or certificates for the Class A Special Share or Shares then held by them respectively.

(c) A holder of the Class A Special Share or Shares shall be entitled to require the Corporation to redeem at any time or times all or any part of the Class A Special Share or Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate or certificates representing the Class A Special Share or Shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying:

(i) that the registered holder desires to have the Class A Special Share or Shares represented by such certificate or certificates redeemed by the Corporation; and,

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, 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 que peut être émise en série:*

(ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class A Special Share or Shares.

Such request in writing shall specify a Redemption Date which shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of the share certificate or share certificates representing the Class A Special Share or Shares which the registered holder desires to have the Corporation redeem, together with such a request, the Corporation shall on the Redemption Date, redeem such of the Class A Special Share or Shares by paying to the registered holder the Class A Special Share Redemption Amount for each share redeemed, together with the amount of any dividends thereon declared and unpaid. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class A Special Share or Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such share or shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of the holders of the Class A Special Shares in respect thereof unless payment of the Class A Special Share Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of the Class A Special Share or Shares shall remain unaffected.

(d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the Corporation's assets among the shareholders by repayment of capital, the holders of the Class A Special Share or Shares shall be entitled to receive before any distribution of any part of the assets of the Corporation among the holders of any other shares the said Class A Special Share Redemption Amount per share and any dividends declared thereon and unpaid and no more.

(e) No dividends shall be declared or paid or set apart on any other class of shares if the fair market value of the net assets of the Corporation would fall below the aggregate redemption amount of the then issued and outstanding Class A and Class B Special Shares plus any declared but unpaid dividend or dividends on those Class A and Class B Special Shares.

(f) Subject to the Business Corporations Act, R.S.O. 1990, c. B.16, each holder of the Class A Special Share or Shares shall not, as such, be entitled to receive notice of or attend at all meetings of shareholders of the Corporation, or to vote at any such meeting, but shall be entitled to receive notice of and to attend any meeting of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale,

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, 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 que peut être émise en série:*

lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business.

The provisions of paragraphs (1) (a) to (f) inclusive shall apply mutatis mutandis to fractional Class A Special Shares.

(2) CLASS B SPECIAL SHARES

The Class B Special Shares shall rank junior to the Class A Special Shares and be subject in all respects to the rights, conditions and limitations attaching to the Class A Special Shares. Subject to the prior rights of the Class A Special Shares, the Class B Special Shares shall carry and be subject to the following rights, preferences, provisions, limitations, conditions and restrictions:

(a) The holders of the Class B Special Share or Shares shall be entitled to receive dividends, and the Corporation shall pay dividends thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the Board of Directors may from time to time determine and all dividends which the directors may declare on the Class B Special Shares shall be declared and paid in equal amounts per share on all Class B Special Shares at the time outstanding. Each holder of the Class B Special Share or Shares shall not be entitled to any dividend or dividends other than or in excess of the dividends herein provided for.

(b) The Corporation shall have the right to redeem at any time the whole or, from time to time, any lesser number of the then outstanding the Class B Special Share or Shares on payment for each share to be redeemed the sum of Two Dollars (\$2.00) (known as the "Class B Special Share Redemption Amount" where used or referred to in these Articles), together with the amount of any dividends that are declared and unpaid, upon thirty (30) days written notice to each holder of the Class B Special Share or Shares to be redeemed given in such manner as notice may, by the by-laws of the Corporation, be given to the shareholders; if notice of any such redemption be given, and an amount sufficient to redeem the Class B Special Share or Shares called for redemption be deposited with a chartered bank or banks in Canada, specified in the notice, on or before the date fixed for redemption, then the Class B Special Share or Shares called for redemption shall be redeemed on the redemption date specified in the notice and the rights of the holders thereof shall be limited to receiving without interest, their proportionate part of the total redemption price so deposited upon presentation and surrender of the certificate or

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, 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 que peut être émise en série:*

certificates for the Class B Special Share or Shares then held by them respectively.

(c) A holder of the Class B Special Share or Shares shall be entitled to require the Corporation to redeem at any time or times all or any part of the Class B Special Share or Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate or certificates representing the Class B Special share or shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying:

(i) that the registered holder desires to have the Class B Special Share or Shares represented by such certificate or certificates redeemed by the Corporation; and

(ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class B Special Share or Shares.

Such request in writing shall specify a Redemption Date which shall not be less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of the share certificate or share certificates representing the Class B Special Share or Shares which the registered holder desires to have the Corporation redeem, together with such a request, the Corporation shall, on the Redemption Date, redeem such Class B Special Share or Shares by paying to the registered holder the Class B Special Share Redemption Amount for each share redeemed, together with the amount of any dividends thereon declared and unpaid. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class B Special Share or Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such share or shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of the holders of the Class B Special Share or Shares in respect thereof unless payment of the Class B Special Share Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of this the Class B Special Share or Shares shall remain unaffected.

(d) Subject to the rights, privileges, restrictions and conditions attaching to the Class A Special Shares, in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the Corporation's assets among the shareholders by repayment of capital, the holders of the Class B Special Share or Shares shall be entitled to receive before any distribution of any

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, 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 que peut être émise en série:*

part of the assets of the Corporation among the holders of any other shares of the Corporation ranking junior to the Class B Special Shares the said Class B Special Share Redemption Amount per share and any dividends declared thereon and unpaid and no more.

(e) No dividends shall be declared or paid or set apart on any other class of shares if the fair market value of the net assets of the Corporation would fall below the aggregate redemption amount of the then issued and outstanding Class A and Class B Special Shares plus any declared but unpaid dividend or dividends on those Class A and Class B Special Shares.

(f) Subject to the Business Corporations Act, R.S.O. 1990, c. B.16, each holder of the Class B Special Share or Shares shall not, as such, be entitled to receive notice of or attend at all meetings of shareholders of the Corporation, or to vote at any such meeting, but shall be entitled to receive notice of and to attend any meeting of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business.

The provisions of paragraphs (2)(a) to (f) inclusive shall apply mutatis mutandis to fractional Class B Special Shares.

(3) COMMON SHARES

The Common Shares shall rank junior to the Class A Special Shares and Class B Special Shares and be subject in all respects to the rights, conditions and limitations attaching to the Class A Special Shares and Class B Special Shares. Subject to the prior rights of the Class A Special Shares and Class B Special Shares, the Common Shares shall carry and be subject to the following rights, preferences, provisions, limitations, conditions and restrictions:

(a) A holder of the Common Share or Shares shall be entitled to receive dividends, and the Corporation shall pay dividends thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the Board of Directors may from time to time determine and all dividends which the directors may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, 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 que peut être émise en série:*

(b) In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Special Shares and Class B Special Shares and to any other shares ranking senior to the Common Shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

(c) A holder of the Common Share or Shares shall be entitled to receive notice of or attend at all meetings of shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series. At all meetings at which notice must be given to the holders of the Common Share or Shares, each holder of a Common Share or Shares shall be entitled to one (1) vote in respect of each Common Share held by him.

The provisions of paragraphs (3) (a) to (c) inclusive shall apply mutatis mutandis to fractional Common Shares.

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

No shares shall be transferred without either:

(a) the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the previous consent of the holders of at least 51% of the common shares for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

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

1. The board of directors may, from time to time, in such amounts and on such terms as it deems expedient:

(a) borrow money on the credit of the corporation;

(b) issue, re-issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;

(c) to the extent permitted by law, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and

(d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any debt obligation or any money borrowed or other debt or liability of the Corporation.

The board of directors may, from time to time, delegate such one or more of the directors and officers of the Corporation as may be designated by the board, all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.

2. The Corporation shall only issue securities or permit the transfer of securities issued by the Corporation that will maintain the status of the Corporation as a private issuer, as such term is defined in National Instrument 45-106, as amended or replaced, and the Corporation shall take such further action, as is necessary, to maintain the status of the Corporation as a private issuer. Any such issue or transfer of securities issued by the Corporation shall be authorized in advance by the board of directors and shall comply with the restrictions related thereto, if any, provided in any agreement between the shareholders.

3. The Corporation is hereby prohibited from making any invitation to the public to subscribe for any securities of the Corporation.

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Numéro de la compagnie en Ontario  
2387818

10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name or corporate name	<i>Prénom, initiale et nom de famille ou dénomination sociale</i>
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Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code  
*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

- \* NORMA KATHRYN JONES  
513 TIPPERARY AVENUE

BURLINGTON ONTARIO  
CANADA L7L 2L4

- \* HAROLD ALEXANDER JONES  
513 TIPPERARY AVENUE

BURLINGTON ONTARIO  
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