

**F14600000574**

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

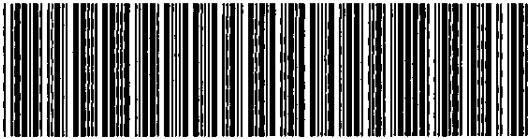
PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:



100256242621

02/04/14--01018--006 \*\*87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB -4 PM 3:30

Office Use Only

*B* 2/10/14

**COVER LETTER**

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

**SUBJECT:** 2713446 MANITOBA 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:

SIMON B HOWELL

Name of Person

HARDING & ASSOCIATES TAX SERVICES INC.

Firm/Company

113 PONTOTOC PLAZA

Address

AUBURNDALE FLORIDA 33823-3439

City/State and Zip code

SIMON.HOWELL@HARDINGTAX.COM

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

For further information concerning this matter, please call:

SIMON B HOWELL at ( 863 ) 968-1010

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. 2713446 MANITOBA 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. 15 SEPTEMBER 2010 5. PERPETUAL

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_

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

7. 508 PORTAGE AVE, WINNIPEG, MANITOBA R3C 0G2

(Principal office address)

508 PORTAGE AVE, WINNIPEG, MANITOBA R3C 0G2

(Current mailing address)

8. SHORT TERM PROPERTY RENTAL

(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: SIMON B HOWELL

Office Address: HARDING & ASSOCIATES TAX SERVICES INC.

113 PONTOTOC PLAZA, AUBURNDALE, Florida 33823 (City) (Zip code)

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 14 FEB -4 PM 3:30

10. Registered agent's acceptance:

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

(Registered agent's signature)

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

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

**A. DIRECTORS**

Chairman: MIRIAM JANE GALLAGHER  
Address: 141 TALON BAY, WINNIPEG, MANITOBA R2M 2B8

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

Director: CHARLENE JANE GALLAGHER  
Address: 754 DOWKER AVE, WINNIPEG, MANITOBA R3T 1R6

Director: CINDY ELIZABETH GALLAGHER  
Address: 842 ASHBURN STREET, WINNIPEG, MANITOBA R3G 3C7

**B. OFFICERS**

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

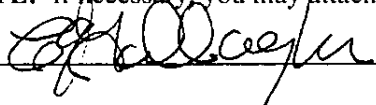
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

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

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB -4 PM 3:30

**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. CHARLENE JANE GALLAGHER  
(Typed or printed name and capacity of person signing application)

**HARDING & ASSOCIATES TAX SERVICES, INC.**

VACATION HOME & NON-RESIDENT INVESTMENT TAX SPECIALISTS

113 PONTOTOC PLAZA  
AUBURNDALE, FL 33823-3439  
TEL: (863) 968-1010 FAX: (863) 968-1020  
e-mail: info@hardingtax.com website: www.hardingtax.com

To FAX No: 850-245-6804

10<sup>th</sup> FEB 2014

To whom it may concern.

Regarding: 2713446 MANITOBA Inc.

Please note that this foreign corporation does not  
have an FEIN. Please therefore remove the  
EIN from the record AND also remove the word  
"Corporation" from the title.

yours sincerely



Samuel B. Howden

REGISTERED AGENT,

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB -4 PM 3:31



The Corporations Act  
Loi sur les corporation

ARTICLES OF AMALGAMATION (share capital)  
STATUTS DE FUSION (corporation avec capital actions)



CERTIFICATE / CERTIFICAT  
ARTICLES EFFECTIVE /  
LES STATUTS PRENNENT EFFET LE

15 SEP SEP 2010

*[Signature]*  
DIRECTOR/DIRECTEUR

The Corporations Act /Loi sur les corporations



THE CORPORATIONS ACT AND  
THE BUSINESS NAMES  
REGISTRATION ACT

Certified a true and correct copy  
of 12 page(s).

More recent documents may be on  
file which could affect this  
company's status and/or name.

14 JAN JAN 2014

Dated/Date

LA LOI SUR LES CORPORATIONS ET  
LA LOI SUR L'ENREGISTREMENT DES  
NOMS COMMERCIAUX

Copie certifiée conforme de 12  
page(s) de document(s)

Documents plus récents peuvent  
avoir été versé dans nos dossiers et  
le statut et/ou nom, de cette entreprise  
pourraient avoir été modifiés.

*[Signature]*

Deputy Director / Directeur adjointe

1. Name of Amalgamated Corporation / Dénomination de la corporation issue de la fusion

2713446 MANITOBA INC.

2. The address in full of the registered office address (include postal code)  
Adresse complète du bureau enregistré (inclure le code postal)

900 - 400 St. Mary Avenue, Winnipeg, Manitoba, R3C 4K5

3. Number (or minimum and maximum number) of directors  
Nombre (ou nombre minimal et maximal) d'administrateurs

A minimum of 1 and a maximum of 10.

4. Directors / Administrateurs

Name in Full/Nom complet

Address in Full/Adresse complète

Miriam Jane Gallagher

141 Talon Bay, Winnipeg, Manitoba R2M 2B8

Charlene Jane Gallagher

858 Southwood Avenue, Winnipeg, Manitoba R3T 1J5

Cindy Elizabeth Gallagher

842 Ashburn Street, Winnipeg, Manitoba R3G 3C7

5. The classes and any maximum number of shares that the corporation is authorized to issue  
Catégories et tout nombre maximal d'action que la corporation est autorisée à émettre

An unlimited number of Class I preference shares, an unlimited number of Class II preference shares, 200 Class III preference shares, 500,000 Class IV preference shares, 500,000 Class V preference shares, an unlimited number of Class I common shares and an unlimited number of Class II common shares.

6. The rights, privileges, restrictions and conditions attaching to the shares, if any  
Droits, privilèges, restrictions et conditions dont les actions sont assorties, s'il y a lieu

The annexed Schedule "A" is incorporated in this form.

7. Restrictions, if any, on share transfers / Restrictions au transfert des actions, s'il y a lieu

No shares shall be transferred to any person without the approval of a resolution of the Board of Directors passed at a duly constituted directors' meeting or in lieu thereof the consent in writing of all the directors shall be obtained.

8. Restrictions, if any, on business the corporation may carry on  
Limites imposées quant à l'entreprise que la corporation peut exercer, s'il y a lieu

n/a

9. Other provisions, if any / Autres dispositions, s'il y a lieu

The annexed Schedule "B" is incorporated in this form.

10. The amalgamation agreement has been duly approved in accordance with Section 177 of *The Corporations Act*.

La convention de fusion a été dûment approuvée en conformité avec l'article 177 de la *Loi sur les corporations*.

~~The amalgamation has been duly approved in accordance with Section 178 of *The Corporations Act*. These articles of amalgamation are the same as the articles of incorporation of (name the designated amalgamating corporation)~~

ou  
La fusion a été dûment approuvée en conformité avec l'article 178 de la *Loi sur les corporations*. Les présents statuts de fusion sont les même que les statuts constitutifs de (nommer la corporation fusionnante désignée)

11. Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation  
Dénomination de la corporation fusionnante dont les règlements doivent être les règlements de la corporation issue de la fusion

**2713446 Manitoba Inc.**

12. Name of Amalgamating Corporations Dénomination des corporation fusionnantes	Signature Signature	Office held Poste	Date Date	Business Number Numéro d'entreprise
2713446 Manitoba Inc. AIC 4088337	<i>Am Gallegos</i>	President	September 9, 2010	129821351 CP
Cinchar Investments Ltd. AIC 3871399	<i>Expelle</i>	President	September 9, 2010	884646621 CP

**Instructions:** The statutory declarations required by subsection 179(2) shall accompany these articles of amalgamation. It is not necessary to file the amalgamation agreement.

**Directives:** Les déclarations solennelles prévues au paragraphe 179(2) doivent accompagner les statuts de fusion. Il n'est pas nécessaire de déposer la convention de fusion.

OFFICE USE ONLY / RÉSERVÉ À L'ADMINISTRATION

Corporation Number: / N° de la corporation: 6156747

Business Number: / Numéro d'entreprise: \_\_\_\_\_

THIS IS SCHEDULE 'A' attached to and forming part of the Articles of Amalgamation of **2713446 MANITOBA INC.**

6. The rights, privileges, restrictions and conditions attaching to the shares, if any:

- (a) The holders of the Class I preference shares shall not be entitled to receive any payment of dividends. In priority to the Class I common shares, Class II common shares, Class III preference shares, Class IV preference shares, Class V preference shares and any other shares ranking junior to the Class II preference shares, the holders of the Class II preference shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% and no less than 1% of the redemption price of the Class II preference shares divided ratably amongst the holders of Class II preference shares. Subject to the prior rights of the Class II preference shares, but in priority to the Class I common shares, Class II common shares, Class IV preference shares, Class V preference shares and any other shares ranking junior to the Class III preference shares, the holders of the Class III preference shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class III preference shares divided ratably amongst the holders of Class III preference shares. Subject to the prior rights of the Class II preference shares, Class III preference shares, but in priority to the Class I common shares, Class II common shares, Class V preference shares and any other shares ranking junior to the Class IV preference shares, the holders of the Class IV preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when



declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class IV preference shares divided ratably amongst the holders of the Class IV preference shares. Subject to the prior rights of the Class II preference shares, Class III preference shares, Class IV preference shares, but in priority to the Class I common shares, Class II common shares and any other shares ranking junior to the Class V preference shares, the holders of the Class V preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class V preference shares divided ratably amongst the holders of the Class V preference shares. If, within six months after the expiration of any fiscal year of the Corporation, the Board in its discretion has not declared a dividend on the Class II preference shares, Class III preference shares, Class IV preference shares or Class V preference shares for the fiscal year, then the rights of the holders of the shares of that class to any dividend for that year shall be forever extinguished. The holders of the Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares shall not be entitled to any dividends other than those provided by this subparagraph. Subject to the prior rights of the Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares, the holders of the Class I common shares and Class II common shares shall be entitled to dividends as and when declared by the Corporation divided ratably amongst the holders of common shares. No dividends shall be declared on the Class II preference shares, Class III preference shares, Class IV preference shares, Class V preference shares, Class I common shares and

Class II common shares if there are reasonable grounds for believing that the realizable value of the Corporation's assets would thereby be less than the aggregate of its liabilities, the stated capital of the issued and outstanding Class I common shares, Class II common shares and the aggregate redemption price of the issued and outstanding Class I preference shares, Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares.

- (b) The holders of the Class I preference shares shall be entitled to notice of, to attend at and to cast 10 votes for each such share held at all meetings of shareholders. The holders of Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares shall not be entitled to notice of nor to attend and vote at any meetings of shareholders except as may be required by law.
- (c) The holders of the Class I common shares of the Corporation shall be entitled to notice of, to attend at and to cast one (1) vote for each such share held at all meetings of shareholders. The holders of the Class II common shares shall not be entitled to notice of nor to attend and vote at any meetings of shareholders except as may be required by law. In all other respects, however the Class I common shares and Class II common shares shall rank equally, *pari passu*.
- (d) The "redemption price", where used in these Articles with respect to the Class I preference shares, means the sum of \$0.10 per share.

The "redemption price", where used in these Articles with respect to the Class II preference shares means the sum of \$1.00 per share.

The "redemption price", where used in these Articles with respect to the Class III preference shares, Class IV preference shares or Class V preference shares means an amount per share equal to the aggregate fair market value (the "*Fair Market Value*") of the consideration received by the Corporation (less the amount of any liabilities assumed by the Corporation on the transaction giving rise to the issuance) for the issuance of shares of that class divided by the number of shares of that class issued and outstanding. The Fair Market Value and the redemption price for the Class III preference shares, Class IV preference shares and Class V preference shares shall be determined by the Board in consultation with the Corporation's accounting advisors forthwith following their issuance. The Fair Market Value so determined shall be final and binding on the Corporation and all shareholders of the Corporation, provided that if:

- (i) there shall be issued to either the Corporation or any shareholder of the Corporation a notice of assessment or reassessment pursuant to any taxing statute, which assessment or reassessment is based upon an assumption of fact or a finding by any taxing authority that the Fair Market Value of those shares at the date of their issuance was more or less than the amount thus determined by the Board; or
- (ii) any taxing authority notifies either the Corporation or any shareholder that it intends to issue such notice of assessment or reassessment;

then, subject to the rights of the Corporation and the shareholder, if any, to object to or appeal such assessment to any authority, board or Court of competent jurisdiction, the Fair Market Value shall

conclusively be deemed to be and to have always been the value as finally agreed to between the taxing authority and the Corporation and the shareholder, or, where either the Corporation or the shareholder has objected to or appealed any such assessment or reassessment, the value as determined by the highest level of authority, board or Court to which such objection or appeal is taken. The redemption price determined accordingly shall conclusively be deemed to be and to have always been the redemption price of the Class III preference shares, Class IV preference shares or Class V preference shares, as the case may be.

- (e) Subject to the provisions of subsection 34(2) of *The Corporations Act*, the Corporation may, upon giving notice as herein provided, redeem at any time the whole or, from time to time, any part of the then outstanding Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares on payment for each share to be redeemed of the redemption price for such shares together with an amount equal to all dividends declared thereon but unpaid.
- (f) When redeeming Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares under the provisions of clause (e) hereof, the Corporation shall, at least 20 days before the date specified for redemption, mail to each registered holder thereof a notice in writing of the intention of the Corporation to redeem. The notice shall be sent by prepaid mail addressed to each shareholder at his last known address. Accidental failure to give notice to one or more shareholders shall not invalidate the redemption. The notice shall set out the redemption price, the effective redemption date and, if part only of

that class of preference shares are to be redeemed, the number to be redeemed.

On or after the date so specified for redemption the Corporation shall pay or cause to be paid the redemption price to or to the order of the registered holders of the Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares to be redeemed, upon surrender of the appropriate share certificate(s) at the registered office of the Corporation or at any other place designated in the notice. If a part only of the Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

From the date specified in any such notice, the holders of the Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares called for redemption shall cease to be entitled to the receipt of any further dividends and to exercise any of the rights of shareholders with respect to those shares, unless the Corporation fails to make payment of the redemption price in accordance with the foregoing provisions, in which latter event the rights of the shareholders shall remain unaffected.

The Corporation may, at any time after the mailing of notice of its intention to redeem any Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares deposit the redemption price or of such of them as are represented by certificates that have not been surrendered by the date of such deposit, to a special account in any chartered bank or trust company in Canada named in the notice of

redemption, to be paid without interest to or to the order of the respective holders of the shares upon surrender to that bank or trust company of the appropriate share certificate(s). Upon that deposit being made, or upon the date specified for redemption in the notice, whichever is the later, Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares in respect of which the deposit has been made shall be redeemed and the rights of the holders thereof shall be limited to receiving, without interest, their proportionate part of the total redemption price thus deposited, against surrender of the certificates for their shares to be redeemed.

- (g) Subject to the provisions of subsection 34(2) of *The Corporations Act*, the Corporation shall, at any time upon being given notice pursuant to subparagraph (h) hereof, redeem the whole or any part of the Class I preference shares, Class II preference shares, Class III preference shares, Class IV preference shares or Class V preference shares then owned by any shareholder, by paying for each share to be redeemed an amount equal to the redemption price for such shares together with an amount equal to all dividends declared thereon but unpaid.
- (h) The retraction right provided by subparagraph (g) hereof may be exercised by the holder of any Class I preference shares, Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares, at any time and from time to time, by notice in writing sent by registered mail to the Corporation at its registered office, accompanied by the certificate(s) representing Class I preference shares, Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares that the holder wishes to be redeemed. That notice shall be signed by the person registered on the records of

the Corporation as the holder of the shares in question, or by his duly authorized attorney, and shall specify the number of Class I preference shares, Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares that the holder wishes to have redeemed. Within fourteen days after the date of mailing of that notice, the Corporation shall pay or cause to be paid the redemption price of the shares to or to the order of the registered holder. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

- (i) Upon the liquidation, dissolution or winding-up of the Corporation,
  - (i) the holders of the Class I preference shares shall be entitled to receive an amount equal to the redemption price of those shares in priority to the holders of all other classes of the Corporation, and no more;
  - (ii) the holders of the Class II preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class III preference shares, Class IV preference shares, Class V preference shares, Class I common shares and Class II common shares but subject to the rights of the holders of the Class I preference shares, and no more;
  - (iii) the holders of the Class III preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class IV preference shares, Class V preference shares, Class I common shares, Class II common shares but subject to the

rights of the holders of the Class I preference shares and Class II preference shares, and no more;

- (iv) the holders of the Class IV preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class V preference shares, Class I common shares, Class II common shares but subject to the rights of the holders of the Class I preference shares, Class II preference shares and Class III preference shares, and no more;
- (v) the holders of the Class V preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class I common shares, Class II common shares but subject to the *rights of the holders of the Class I preference shares, Class II preference shares, Class III preference shares and Class IV preference shares, and no more; and*
- (vi) the holders of the Class I common shares and Class II *common shares shall be entitled to receive all other assets of the Corporation divided ratably amongst the holders of the Class I common shares and Class II common shares but subject to the rights of the holders of the Class I preference shares, Class II preference shares, Class III preference shares, Class IV preference shares and Class V preference shares.*



THIS IS SCHEDULE "B" attached to and forming part of the Articles of Amalgamation of 2713446 MANITOBA INC.

9. Other provisions, if any, are:
- (a) Subject to the provisions of The Corporations Act, the Corporation may purchase or otherwise acquire any shares issued by it.
  - (b) The number of shareholders in the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint owners of one or more shares being counted as one shareholder.
  - (c) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
  - (d) The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation and such lien may be enforced in the manner from time to time provided for in the Corporation's by-laws.