

# F96000006600

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

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-12/17/96--01097--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: VARVIS INVESTMENTS LTD.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

<u>Vivian Varvis</u>	SECRETARY OF STATE TALLAHASSEE, FLORIDA 96 DEC 16 PM 2:25 FILED Reconciled 2-95 12/17
(Name of Person)	
<u>Varvis Investments Ltd.</u>	
(Firm/Company)	
<u>118 Laurier Drive</u>	
(Address)	
<u>Edmonton, Alberta, Canada T5R 5P6</u>	
(City/State/Zip)	

Should you need to call someone concerning this matter, please call:

Lindsay P. Hassen Professional Corp. at ( 403 ) 432-7674  
(Name of Person) (Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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:**

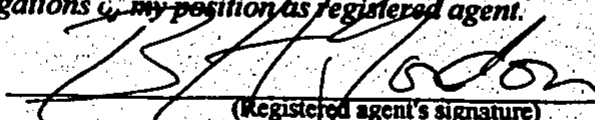
1. Varvis Investments Ltd., Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Canada  
(State or country under the law of which it is incorporated)
3. 98-0095961  
(FBI number, if applicable)
4. January 31, 1974  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. Varvis Investments Ltd.  
118 Laurier Drive  
Edmonton, Alberta, Canada T5R 5P6  
(Current mailing address)
8. To engage in and transact any lawful business for which corporations may be incorporated  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  

Bruce H. Gordon, c/o  
Name: Shumaker, Loop & Kendrick, LLP

Office Address: Barnett Plaza, Suite 2800  
101 East Kennedy Blvd.  
Tampa, Florida, 33602  
(Zip Code)

**10. Registered agent's acceptance:**

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

  
(Registered agent's signature)

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

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Chris Varvis  
Address: 118 Laurier Drive, Edmonton, Alberta, Canada T5R 5P6

Vice Chairman: Vivian Varvis  
Address: 118 Laurier Drive, Edmonton, Alberta, Canada T5R 5P6

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

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

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Christopher J. Varvis  
Address: 118 Laurier Drive  
Edmonton, Alberta, Canada T5R 5P6

Vice President: N/A

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

Secretary: Vivian Varvis  
Address: 118 Laurier Drive  
Edmonton, Alberta, Canada T5R 5P6

Treasurer: Vivian Varvis  
Address: 118 Laurier Drive  
Edmonton, Alberta, Canada T5R 5P6

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

13. Vivian Varvis  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vivian Varvis  
(Typed or printed name and capacity of person signing application)

FILED  
6 DEC 16 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



20071123  
Corporate Access No.

**CORPORATE REGISTRY**

Form 34

**CERTIFICATE**

The Registrar of Corporations for the Province of Alberta, Canada, hereby certifies that the documents annexed to this certificate, and relating to

**- VARVIS INVESTMENTS LTD. -**

are true and accurate copies of documents which are on the file maintained in this office.

GIVEN UNDER HIS SEAL of office in the Province of Alberta, this sixteenth day of October, 1996.



*Sh. Boddy*  
Registrar of Corporations

A.O. 2213 V. 1210

No. 71103

PROVINCE OF ALBERTA



CANADA

# Certificate of Incorporation

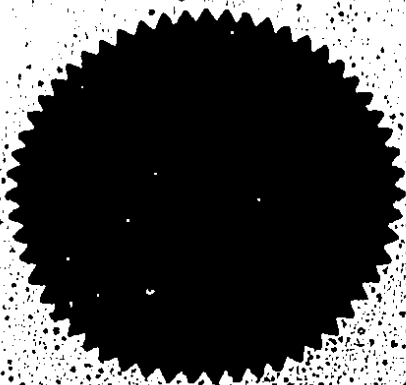
I hereby Certify that

Yervia Investments Ltd.

is this day incorporated under The Companies Act of the Province of Alberta as a Limited Company.

Given under my hand and seal of office at Edmonton this thirty - first

day of January A.D. 1974



A handwritten signature in ink, appearing to read "J. A. Barr".

(J. A. Barr)

Registrar of Companies



20071123

Corporate Access No.

BUSINESS CORPORATIONS ACT

Form 12

**CERTIFICATE OF CONTINUANCE**

- VARVIS INVESTMENTS LTD. -

Name of Corporation

I HEREBY CERTIFY THAT THE ABOVE-MENTIONED CORPORATION WAS CONTINUED, AS

SET OUT IN THE ATTACHED ARTICLES OF CONTINUANCE, UNDER SECTION 261

OF THE BUSINESS CORPORATIONS ACT.

*M. M. Prashin*

Registrar of Corporations

January 31, 1984

Date of Continuance

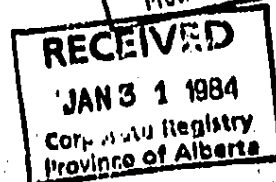
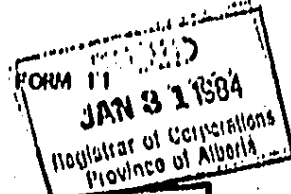


- 1 -

BUSINESS CORPORATIONS ACT  
(Sections 181, 261 and 262)

ARTICLES OF CONTINUANCE  
OF

VARVIS INVESTMENTS LTD.

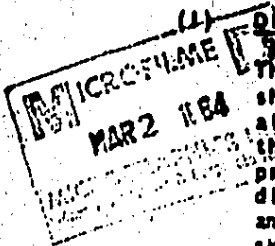


1. NAME OF CORPORATION:  
VARVIS INVESTMENTS LTD.
2. CORPORATE ACCESS NO.:  
20071123
3. THE CLASSES AND MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:
  - (a) An unlimited number of preferred Class "A" shares;
  - (b) An unlimited number of preferred Class "B" shares;
  - (c) An unlimited number of Class "C" shares.
- 3A. The preferred Class "A" and preferred Class "B" shares described in clauses (a) and (b) above are authorized to be created for the purposes described in subsection 26(3) of the Business Corporations Act.
- 3B. The shares described in clauses (a), (b) and (c) above shall have attached thereto the special rights and restrictions set forth herein.

SPECIAL RIGHTS, PRIVILEGES, RESTRICTIONS AND  
CONDITIONS ATTACHING TO EACH CLASS OF SHARES

(1) DIVIDENDS

The holders of the preferred Class "A" and preferred Class "B" shares shall in each year in the discretion of the Directors, but always in preference and priority to any payment of dividends on the Class "C" shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of eight (8%) percent per annum on the amount paid-up on the preferred Class "A" and preferred Class "B" shares; if in any year, after providing for the full dividends on the preferred Class "A" and preferred Class "B" shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the Directors, be applied to dividends on the Class "C" shares; the holders of the preferred Class "A" and preferred Class "B" shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends at the rate of eight (8%) percent per annum hereinbefore provided for.



(II) DISTRIBUTION ON LIQUIDATION

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of its assets among the Shareholders by way of repayment of capital, the holders of the preferred Class "A" and preferred Class "B" shares shall be entitled to the Redemption Amount in priority to any distribution to the holders of the Class "C" shares or any shares of any other class ranking junior to the preferred Class "A" and preferred Class "B" and if at the time of such event there are any Class "C" shares outstanding, such holders of preferred Class "A" and preferred Class "B" shares shall not be entitled to share any further in the distribution of the property or assets of the Corporation.

(III) REDEMPTION OF PREFERRED CLASS "A" AND PREFERRED CLASS "B" SHARES

The preferred Class "A" and preferred Class "B" shares or any part thereof shall be redeemable at an amount equal to the average of the amount paid-up on all shares of that preferred Class "A" or preferred Class "B", as the case may be, per share, together with all unpaid dividends declared, at any time at the option of the Directors of the Corporation without the consent of the holders thereof, and if less than the whole amount of the outstanding preferred Class "A" or preferred Class "B" shares shall be so redeemed, the shares to be redeemed shall be selected by lot, or otherwise, in such manner as the Board of Directors may determine.

(IV) VOTING RIGHTS AND RESTRICTIONS

- (A) Preferred Class "A" shares. At all meetings of Shareholders of the Corporation, each holder of preferred Class "A" shares shall be entitled to one (1) vote for each preferred Class "A" share held; PROVIDED HOWEVER that the right to vote conferred in respect of preferred Class "A" shares as aforesaid shall be deemed to have terminated immediately prior to the disposition of any share of that class if at the time of such disposition there are any Class "C" shares issued and outstanding, whether such disposition occurs by virtue of a testamentary disposition made by the holder thereof, by virtue of an agreement inter vivos, by virtue of the operation of any rule of law or by any other means whatsoever, UNLESS as a result of the disposition that share is transferred to the spouse of the holder of that particular share; AND FOR THIS PURPOSE, where at any particular time the disposition of any particular preferred Class "A" share is to a trustee under a trust, if that trust is a trust described in subsection 70(6) of the Income Tax Act (Canada) at that time, the disposition shall be deemed to have been made to the spouse for the purposes of this provision.
- (B) Preferred Class "B" shares. The holders of the preferred Class "B" shares shall have no right to receive notice of or



to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of or in respect of their holding of preferred Class "B" shares.

- (C) Class "C" shares. The holders of the Class "C" shares shall have no right (except as hereinafter specifically provided) to receive notice of or to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of their holding of Class "C" shares; PROVIDED HOWEVER that:

- (i) the restriction on the right to vote attached to the Class "C" shares as aforesaid shall not apply in respect of any matter requiring a special resolution of the Corporation;
- (ii) the restriction on the right to vote attached to the Class "C" shares shall cease to apply so soon as, and so long as:
  - (A) there are no preferred Class "A" shares issued and outstanding, or
  - (B) the right to vote attaching to the preferred Class "A" shares has otherwise terminated pursuant to the provisions of clause (IV)(A) hereof.

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS:

No share of the Corporation shall be transferred without the approval of the Board of Directors evidenced by a Directors Resolution.

5. NUMBER (OR MINIMUM OR MAXIMUM NUMBER) OF DIRECTORS:

The Corporation shall have a minimum of 1 and a maximum of 10 Directors.

6. RESTRICTIONS IF ANY ON BUSINESSES THE CORPORATION MAY CARRY ON:

There are no restrictions placed on the businesses of the Corporation.

7. IF CHANGE OF NAME EFFECTED, PREVIOUS NAME:

No change of name has been effected.

8. DETAILS OF THE INCORPORATION:

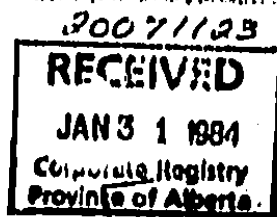
- (a) The body corporate was incorporated on the 6th day of June, 1974, pursuant to the provisions of The Companies Act, 1970, Revised Statutes of Alberta, Chapter 60, and amendments thereto.
- (b) On the 13th day of August, 1974, by registration on that day of a Special Resolution, the provisions of the Memorandum of Association of the Company were amended so as to increase its

- (a) The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed 1/3 of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
- (b) A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
- (c) 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.
- (d) The number of Shareholders of the Corporation is limited to not more than 50 persons, exclusive of those persons described in clause 1(p.1)(ii)(A) and (B) of the Securities Act (S.A. 1981, Chap. S-61), 2 or more persons who are joint registered owners of one or more shares being counted as one Shareholder.
- (e) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

CHRISTOPHER J. VARVIS

84-0-31 2N

VARVIS INVESTMENTS LTD.

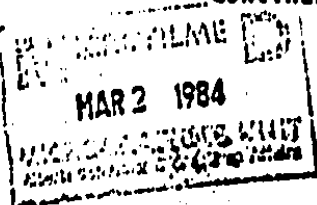


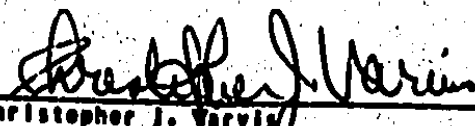
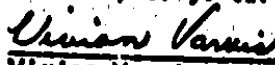
MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY, SIGNED BY ALL THE SHAREHOLDERS OF THE COMPANY, PURSUANT TO PARAGRAPH 35 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY, TO BE EFFECTIVE AS OF 1984.

WHEREAS it is considered to be in the best interests of the Company that it be continued under the Business Corporations Act (the "Act") pursuant to Section 181 of the Act;

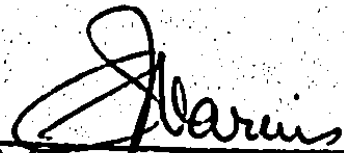
NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- (a) Upon continuance of the Company under the Act, the authorized capital of the Company be increased to an unlimited number of preferred Class "A", preferred Class "B" and Class "C" shares.
- (b) The Articles of Continuance are hereby ratified, approved and confirmed.
- (c) Any one of the Directors of the Company is hereby authorized to execute the Articles of Continuance and documents required pursuant to Sections 19 and 101 of the Act and to make application pursuant to Section 261 of the Act for a Certificate of Continuation continuing the Company as a corporation under the Act.



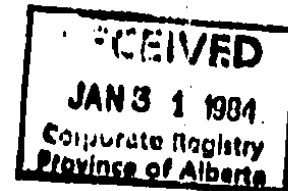
  
Christopher J. Varvis  
  
Vivian Varvis

CONSENTED TO BY THE NON-VOTING SHAREHOLDERS.

  
Christopher J. Varvis

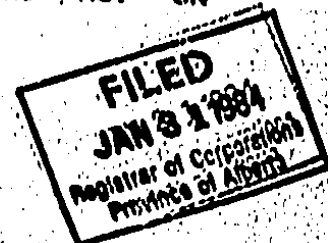
20071123

CERTIFICATION OF  
VARVIS INVESTMENTS LTD.

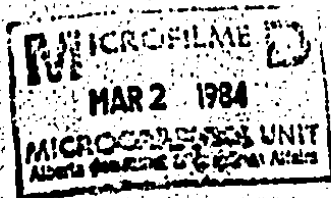


THIS WILL CERTIFY THAT VARVIS INVESTMENTS LTD. MET THE REQUIREMENTS OF  
SECTION 261(6) AND (i) OF THE BUSINESS CORPORATIONS ACT ON  
January 30, 1984.

January 30, 1984  
DATE OF CERTIFICATION



  
CHRISTOPHER J. VARVIS, President



FILED  
96 DEC 16 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SHAKS IN



CONSUMER AND  
CORPORATE AFFAIRS

NOTICE OF DIRECTORS OR  
NOTICE OF CHANGE OF DIRECTORS

1. NAME OF CORPORATION:

VARVIS  
INVESTMENTS LTD

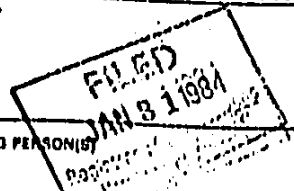
2. CORPORATE ACCESS NO.

20071123

3. NOTICE IS GIVEN THAT ON THE  
WE'RE APPOINTED DIRECTOR(S):

Corporate Registry  
Province of Alberta

THE FOLLOWING PERSON(S)



NAME

MAILING ADDRESS

RESIDENT ALBERTAN

CHRISTOPHER J. VARVIS

118 Laurier Drive, Edmonton  
Alberta, T5R 5P6

YES

VIVIAN VARVIS

118 Laurier Drive, Edmonton  
Alberta, T5R 5P6

YES

4. NOTICE IS GIVEN THAT ON THE  
CLEARED TO HOLD OFFICE AS DIRECTOR(S):

DAY OF

19

THE FOLLOWING PERSON(S)

NAME

MAILING ADDRESS

5. THE DIRECTORS OF THE CORPORATION AS OF THIS DATE ARE:

NAME

MAILING ADDRESS

RESIDENT ALBERTAN

CHRISTOPHER J. VARVIS

118 Laurier Drive, Edmonton  
T5R 5P6

YES

VIVIAN VARVIS

118 Laurier Drive, Edmonton  
T5R 5P6

YES

6. ARE AT LEAST ONE-HALF OF THE MEMBERS OF THIS BOARD OF DIRECTORS RESIDENT ALBERTANS? ☒ YES ☐ NO  
(TO BE COMPLETED BY ALBERTA CORPORATIONS ONLY)

404 MAR - 1 1984

7. DATE

SIGNATURE

TITLE

PRESIDENT & DIRECTOR

FOR DEPARTMENTAL USE ONLY

FILED

84-01-31 ND.

PROVINCE  
OF ALBERTA  
OFFICE OF THE  
REGISTRAR OF CORPORATIONS

