



6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2013-09-24

(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

BAYLIN TECHNOLOGIES INC.

(Print name of corporation from Article 1 on page 1)  
(Veuillez écrire le nom de la société de l'article un à la page une).

By/  
Par :

(Signature)  
(Signature)



Director

(Description of Office)  
(Fonction)

Request ID: 015740967  
Demande n°:  
Transaction ID: 052177977  
Transaction n°:  
Category ID: CT  
Catégorie:

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

Date Report Produced: 2013/09/24  
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Time Report Produced: 15:43:05  
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# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**BAYLIN TECHNOLOGIES INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**0 0 2 3 8 9 3 5 9**

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 24 SEPTEMBRE, 2013**



Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

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15740967

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Numéro de la compagnie en Ontario  
2389359

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:*  
BAYLIN TECHNOLOGIES INC.
2. The address of the registered office is: *Adresse du siège social:*
- |   |                                  |
|---|----------------------------------|
| 200 BAY STREET  | Suite 3800                       |
| ROYAL BANK PLAZA, SOUTH TOWER   |                                  |
| <i>(Street &amp; Number, or R.R. Number &amp; if Multi-Office Building give Room No.)</i>       |                                  |
| <i>(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)</i> |                                  |
| TORONTO   | ONTARIO                          |
| CANADA  | M5J 2Z4                          |
| <i>(Name of Municipality or Post Office)</i>  | <i>(Postal Code/Code postal)</i> |
| <i>(Nom de la municipalité ou du bureau de poste)</i>   |                                  |
3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
- |           |            |
|-----------|------------|
| Minimum 1 | Maximum 15 |
|-----------|------------|
4. The first director(s) is/are: *Premier(s) administrateur(s):*
- |  |  |                 |
|--|--|-----------------|
| First name, initials and surname   | Resident Canadian  | State Yes or No |
| <i>Prénom, initiales et nom de famille</i>   | <i>Résident Canadien</i>   | <i>Oui/Non</i>  |
| Address for service, giving Street & No. or R.R. No., Municipality and Postal Code | <i>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</i> |                 |
- \* RANDY YES

DEWEY

200 BAY STREET Suite 3800

ROYAL BANK PLAZA, SOUTH TOWER

TORONTO ONTARIO

CANADA M5J 2Z4

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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

\* JEFFREY C.

YES

ROYER

200 BAY STREET Suite 3800  
ROYAL BANK PLAZA, SOUTH TOWER  
TORONTO ONTARIO  
CANADA M5J 2Z4

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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:*

The Corporation is authorized to issue an unlimited number of Preferred Shares, issuable in series 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:*

The shares of the Corporation shall consist of an unlimited number of Preferred Shares issuable in series, and an unlimited number of Common Shares. The rights, privileges, restrictions and conditions attaching to each class of shares of the Corporation are as follows:

1. PREFERRED SHARES

1.1 The Preferred Shares shall be issuable in series and the Board of Directors of the Corporation shall have the right, from time to time, to fix the number of shares in, and to determine the designation, rights, privileges, restrictions and conditions attaching to, the Preferred Shares of each series subject to the limitations, if any, set out in the Articles of the Corporation.

1.2 The holders of any series of the Preferred Shares shall be entitled to receive in priority to the Common Shares and of shares of any other class of the Corporation ranking subordinate to the Preferred Shares, as and when declared by the Board of Directors of the Corporation, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Preferred Shares form part.

1.3 Upon any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among shareholders for the purpose of winding up its affairs, before any amount shall be paid to or any assets distributed among the holders of Common Shares or of shares of any other class of the Corporation ranking subordinate to the Preferred Shares, the holders of the Preferred Shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be provided in the Articles of the Corporation to be payable thereon in respect of return of capital, premium and accumulated dividends remaining unpaid, including all cumulative dividends, whether or not declared. Unless the Articles of the Corporation otherwise provide with respect to any series of the Preferred Shares, after payment to the holders of the Preferred Shares of the amounts provided in the Articles of the Corporation to be payable to them, such holders shall not be entitled to share in any further distribution of the assets of the Corporation.

1.4 Unless the Articles of the Corporation otherwise provide with respect to any series of the Preferred Shares, the holders of the Preferred Shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting: provided that at any meeting of shareholders at which, notwithstanding the foregoing, the holders of the Preferred Shares are

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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:*

required or entitled by law to vote separately as a class or a series, each holder of the Preferred Shares of any series thereof shall be entitled to cast one vote in respect of each such share held.

1.5 The holders of the Preferred Shares shall not be entitled to vote separately as a class and, unless the Articles of the Corporation otherwise provide, the holders of any series of the Preferred Shares shall not be entitled to vote separately as a series, pursuant to subsection 170(1) of the Business Corporations Act (Ontario), upon a proposal to amend the Articles of the Corporation in the case of an amendment of a kind referred to in paragraphs (a), (b) and (e) of such subsection.

## 2. COMMON SHARES

2.1 Voting - Each holder of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and at each such meeting shall have one vote for each share of each such class held by that holder.

2.2 Subject to paragraph 3.1, the holders of Class A Common Shares shall not be entitled to vote separately as a class pursuant to subsection 170(1) of the Business Corporations Act (Ontario), upon a proposal to amend the Articles of the Corporation in the case of an amendment of a kind referred to in paragraphs (a), (b) and (e) of such subsection.

2.3 Dividends - Holders of the Common Shares shall be entitled to receive and the Corporation shall pay thereon, out of the monies of the Corporation properly applicable to the payment of dividends, subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares or any other shares ranking senior to the Common Shares, any dividend, if, as and when declared by the board of directors of the Corporation.

2.4 Rights on Dissolution - In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares or any other shares ranking senior to the Common Shares, all property and assets of the Corporation shall be paid and distributed equally to the holders of the Common Shares without preference or distinction.



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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:*

The shares of the Corporation shall not be transferred without the consent of either (a) the directors as evidenced by a resolution passed or signed by them and recorded in the books of the Corporation or (b) the holders of a majority in number of the outstanding voting shares of the Corporation.

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9. Other provisions, (if any, are):  
Autres dispositions, s'il y a lieu:  
None

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

First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

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*

\* RANDY DEWEY

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\* JEFFREY C. ROYER

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