

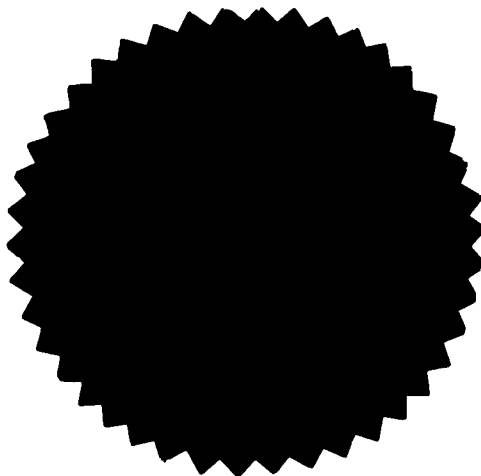


# Certificate of Incorporation

This is to certify that

SUNFISH HOLDINGS INC.

was Incorporated under the Business Corporations  
Act on August 29, 1977.



A handwritten signature in cursive script, reading "Irene M. Bartello".

Controller of Records  
Companies Division

File Number 364618

ARTICLES OF INCORPORATION

1. THE NAME OF THE CORPORATION IS Sunfish Holdings Inc.

2. THE HEAD OFFICE IS AT THE Township (STATUS OF MUNICIPALITY)

OF Wilmot IN THE Regional Municipality (NAME OF MUNICIPALITY (COUNTY OR DISTRICT))

OF Waterloo (NAME OF COUNTY OR DISTRICT)

3. THE ADDRESS OF THE HEAD OFFICE IS

R. R. #3 being Lot 2, Concession 3, Block B in the Township (STREET & NUMBER OR R.R. NUMBER & IF MULTI-OFFICE BLDG. GIVE ROOM NO.)

Wilmot, Waterloo, Ontario (NAME OF MUNICIPALITY OR POST OFFICE)

4. THE NUMBER OF DIRECTORS IS three

5. THE FIRST DIRECTOR(S) IS/ARE

NAME IN FULL, INCLUDING ALL GIVEN NAMES

RESIDENCE ADDRESS, GIVING STREET & NO. OR R.R. NO. & MUNICIPALITY OR POST OFFICE

Edna Staebler

R. R. #3, Waterloo, Ontario.

Jack Gilbert Hutchison

293 Longfellow Drive, Waterloo, Ontario.

James Rutherford Guy

168 Claremont Avenue, Kitchener, Ontario.

ED

AUG 29 1977

MINISTRY OF CONSUMER AND COMMERCIAL RELATIONS

6. THE OBJECTS FOR WHICH THE CORPORATION IS INCORPORATED ARE

To acquire by purchase, lease, exchange, concession or otherwise and to own, operate, maintain, rent, lease, mortgage or otherwise charge or encumber lands and lands covered by water and premises situate in or near Sunfish Lake in the Township of Wilmot in the Regional Municipality of Waterloo together with and subject to such rights-of-way, easements and interests in land or land covered by water held or to be held and enjoyed in common with others as may be appurtenant thereto or enjoyed therewith to be held and enjoyed for the mutual benefit of all shareholders as an area for the recreation and contemplation of all to be maintained and retained in its natural state or condition free from the incursions of civilization by way of development and the despoilations of the environment consequent therewith.

In connection therewith and upon the approval of the shareholders, to build upon, develop and improve the said lands and premises or any part or parts thereof.

7. *THE AUTHORIZED CAPITAL IS* to be divided into 11,000 non-voting preference shares of the par value of \$10.00 each and 1,000 common shares without par value; provided that the aggregate consideration for the issue of the said shares without par value shall not exceed in amount or value the sum of Fifteen Thousand Dollars (\$15,000.00) or such greater amount as the board of directors of the corporation by resolution shall determine provided that such resolution shall not be effective until a certified copy thereof has been filed with the Minister of Consumer and Commercial Relations, all prescribed fees have been paid and the Minister has so certified.

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8. THE DESIGNATIONS, PREFERENCES, RIGHTS, CONDITIONS, RESTRICTIONS, LIMITATIONS OR PROHIBITIONS ATTACHING TO THE SPECIAL SHARES, IF ANY, ARE as follows with respect to the non-voting, non-cumulative, redeemable preference shares with a par value of \$10.00 each:

1. The holders of the preference shares in each year, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled out of any or all profits or surplus available for dividends when declared by the directors, to non-cumulative preferential dividends at the rate of eight per cent (8%) per annum on the par value of the preference shares; and if in any year, after providing for the full dividend on the preference shares, there shall remain any profits or surplus for dividends, such profits or surplus or any part thereof may, in the discretion of the directors be applied to the dividends on the common shares; the holders of the preference shares shall not be entitled to any dividend other than or in excess of the non-cumulative preferential dividends at the rate aforesaid; and if within four (4) months after the expiration of any fiscal year of the Corporation the board of directors in its discretion shall not have declared a dividend or any part thereof then the rights of the holders thereof to any dividend or undeclared part thereof shall be forever extinguished;

2. The preference shares shall rank, both as regards dividends and repayment of capital, in priority to all other shares of the Corporation but shall not confer any further right to participate in profits or assets;

3. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the preference shares on payment for each share to be redeemed of an amount equal to the par value thereof together with all dividends declared thereon and unpaid; not less than ten (10) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed as determined by the directors subject to the provisions of The Business Corporations Act, 1970, or any successor thereto, and the notice shall specify the date and place or places of redemption; if notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice, on or before the date fixed for redemption, dividends on the preference shares to be redeemed

shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited;

4. The Corporation may, at any time and from time to time with the consent of all of the holders of the preference shares, purchase for cancellation the whole or any part of the preference shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding an amount equal to the par value together with all dividends remaining unpaid; provided that if all the holders of the preference shares do not consent the Corporation may at any time and from time to time purchase for cancellation the whole or any part of the preference shares by tender as provided in The Business Corporations Act, 1970;

5. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the preference 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 amount paid up thereon and any dividends declared and remaining unpaid and no more;

6. The holders of the preference shares shall not, as such have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings save that holders of preference shares shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof; holders of common shares shall be entitled to one (1) vote for each common share held by them at all shareholders' meetings; and

7. Confirmation of a resolution authorizing an amendment of Articles to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the preference shares or to create preference shares ranking in priority or on a parity with the preference shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the preference shares duly called for that purpose.

9. *THE RESTRICTIONS, IF ANY, ON THE ALLOTMENT, ISSUE OR TRANSFER OF SHARES ARE*  
that no share or shares of the Corporation shall be transferred by any shareholder unless and until a majority of the directors have by resolution approved or authorized such transfer; provided, however, that without such resolution any share or shares may be transferred from a deceased shareholder to his executors or administrators.

9.A. THE SPECIAL PROVISIONS, IF ANY, ARE

(a) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(b) The number of shareholders of 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.

(c) The chairman presiding at a meeting of shareholders of the Corporation shall not have a second or casting vote in the event of an equality of votes.

(d) That subject to the provisions of The Business Corporations Act the Corporation may purchase any of its common shares.



10. THE SHARES, IF ANY, TO BE TAKEN BY THE INCORPORATORS ARE

INCORPORATORS FULL NAMES, INCLUDING ALL GIVEN NAMES	NUMBER OF SHARES	CLASS DESIGNATION	AMOUNT TO BE PAID \$
Edna Staebler	1 550	Common Preference	\$1.00 \$5500.00
Jack Gilbert Hutchison	1 550	Common Preference	\$1.00 \$5500.00
James Rutherford Guy	1	Common	\$1.00

11. THE NAMES AND RESIDENCE ADDRESSES OF THE INCORPORATORS ARE

FULL NAMES, INCLUDING ALL GIVEN NAMES	FULL RESIDENCE ADDRESS GIVING STREET & NO. OR R.R. NO., MUNICIPALITY OR POST OFFICE
Edna Staebler, Jack Gilbert Hutchison, James Rutherford Guy,	R. R. #3, Waterloo, Ontario. 293 Longfellow Drive, Waterloo, Ontario. 168 Claremont Avenue, Kitchener, Ontario.

THESE ARTICLES ARE EXECUTED IN DUPLICATE FOR DELIVERY TO THE MINISTER

SIGNATURES OF INCORPORATORS

