



Industry Canada

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**Certificate  
of Incorporation**

**Canada Business  
Corporations Act**

**Certificat  
de constitution**

**Loi canadienne sur  
les sociétés par actions**

ARTIS GENERAL PARTNER LTD.

665003-1

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

October 31, 2006 / le 31 octobre 2006

Date of Incorporation - Date de constitution

**Canada**



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Canada Business  
Corporations Act

Loi canadienne sur les  
sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION  
REPORT ÉLECTRONIQUE

ARTICLES OF  
INCORPORATION  
(SECTION 6)

STATUTS CONSTITUTIFS  
(ARTICLE 6)

Processing Type - Mode de Traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société  
ARTIS GENERAL PARTNER LTD.

2. The province or territory in Canada where the registered office is to be situated -  
La province ou le territoire au Canada où se situera le siège social  
MB

3. The classes and any maximum number of shares that the corporation is authorized to issue -  
Catégories et le nombre maximal d'actions que la société est autorisée à émettre  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs  
Minimum: 1 Maximum: 10

6. Restrictions, if any, on business the corporation may carry on -  
Limites imposées à l'activité commerciale de la société, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)  
JAMES W.G. GREEN

Address (including postal code) - Adresse (inclure le code postal)  
SUITE 300, 360 MAIN STREET,  
WINNIPEG, MANITOBA, CANADA, R3C 3Z3

Signature  
JAMES GREEN



Canada

### **Item 3 - Shares / Rubrique 3 - Actions**

An unlimited number of common shares which shall have the following rights, privileges, restrictions and conditions attached thereto:

1. The holders of common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote thereat for each common share held by them respectively.
2. The holders of common shares shall be entitled to receive dividends when, as and if declared thereon by the board of directors of the Corporation.
3. In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the common shares shall be entitled to receive rateably the property and assets of the Corporation.
4. A holder of a fractional share issued by the Corporation is entitled to exercise voting rights and to receive a dividend in respect of the fractional share in accordance with the rights attaching to the shares of that class of the Corporation subject only to the following limitations, namely:
  - (a) a holder of a fractional share is entitled to vote on a show of hands at all meetings at which holders of such class of shares are entitled to vote but if a ballot be demanded, the vote of the holder of a fractional share shall only be counted as a fractional vote in the same fraction as the share held by him;
  - (b) the amount of the dividend which the holder of a fractional share is entitled to receive in respect of the fractional share shall be calculated as a fraction of the amount of the dividend which a holder of a full share of such class is entitled to receive, the fraction for the purposes of such calculation to be equal to the fraction which the fractional share represents to a full share.

**Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions**

No share or shares of the Corporation shall be transferred without the consent of the directors of the Corporation expressed either by resolution or by an instrument or instruments in writing.

**Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale**

None

**Item 7 - Other Provisions / Rubrique 7 - Autres dispositions**

1. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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 registered owners of one or more shares being counted as one shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.