

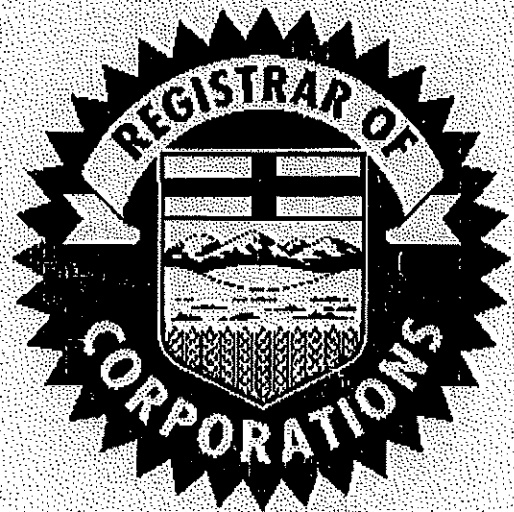
CORPORATE ACCESS NUMBER: 2015412295

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**1541229 ALBERTA LTD.
WAS INCORPORATED IN ALBERTA ON 2010/06/08.**



Articles Of Incorporation

Business Corporations Act
Section 6

1. Name of Corporation

1541229 ALBERTA LTD.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

The attached Schedule Re Authorized Shares is incorporated in this form.

3. Restrictions on share transfers (if any):

None

4. Number, or minimum and maximum number, of directors that the corporation may have:

Minimum: 3 Maximum: 15

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

Not applicable.

6. Other provisions (if any):

The attached Schedule Re Other Provisions is incorporated in this form.

7. Date authorized by Incorporators:

2010 06 08

Year / Month / Day

Incorporators

Name of Person Authorizing (please print)	Address: (including postal code) 3300, 421 - 7 Avenue S.W. Calgary, Alberta T2P 4K9
Signature Mark G. Eade	

FILED

JUN 08 2010

McCarthy Tétrault LLP
Calgary, Alberta

Per: 

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330

REG 3047 (99/01)

195498-348947
DOCS #1386427

**Articles of Incorporation
For
1541229 ALBERTA LTD.**

Share Structure: THE ATTACHED SCHEDULE RE AUTHORIZED SHARES IS
INCORPORATED IN THIS FORM.

**Share Transfers
Restrictions:** NONE

Number of Directors:

**Min Number of
Directors:** 3

**Max Number of
Directors:** 15

Business Restricted To: NOT APPLICABLE

**Business Restricted
From:** NOT APPLICABLE

Other Provisions: THE ATTACHED SCHEDULE RE OTHER PROVISIONS IS
INCORPORATED IN THIS FORM.

**Registration Authorized By: MARK G. EADE
INCORPORATOR**

SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value and an unlimited number of First Preferred Shares without nominal or par value. The rights, privileges, restrictions and conditions attaching to the Common Shares and First Preferred Shares are as set out herein.

1. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

- (a) **PAYMENT OF DIVIDENDS:** The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.
- (b) **PARTICIPATION UPON LIQUIDATION, DISSOLUTION OR WINDING UP:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.
- (c) **VOTING RIGHTS:** The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote in respect of each Common Share held at all such meetings.

2. The rights, privileges, restrictions and conditions attaching to the First Preferred Shares are as follows:

- (a) **SERIES:** The First Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of clauses 2(b) and (c), the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of First Preferred Shares.
- (b) **IDEM:** The First Preferred Shares shall be entitled to priority over the Common Shares and all other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any

liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

- (c) IDEM: The First Preferred Shares of each series shall rank on a parity with the First Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

SCHEDULE RE OTHER PROVISIONS

1. 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 one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.

2. No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:

(a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;

(b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;

(c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares;
or

(d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.

3. Meetings of shareholders may be held outside of Alberta.