



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

GOODFELLOW INC.

Corporate name / Dénomination sociale

044803-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Raymond Edwards

Director / Directeur

2021-06-22

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
GOODFELLOW INC.

2 Corporation number
Numéro de la société
044803-6

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Charles Brisebois
Charles Brisebois
450-635-6511 ext: 2309

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250 (1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

SCHEDULE

Section 8 of the articles of continuance as amended from time to time, are amended again by adding the following paragraph :

APPOINTMENT OF DIRECTORS

The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.



Certificate of Amendment

Canada Business
Corporations Act

Certificat de modification

Loi régissant les sociétés
par actions de régime fédéral

GOODFELLOW INC.

044803-6

Name of Corporation - Dénomination de la société

Number - Numéro

I hereby certify that the
Articles of the above-mentioned
Corporation were amended

(a) under Section 13 of the
Canada Business Corporations
Act in accordance with the
attached notice;

(b) under Section 27 of the
Canada Business Corporations
Act as set out in the attached
Articles of Amendment
designating a series of shares;

(c) under Section 177 of the
Canada Business Corporations
Act as set out in the attached
Articles of Amendment;

(d) under Section 191 of the
Canada Business Corporations
Act as set out in the attached
Articles of Reorganization;

(e) under Section 192 of the
Canada Business Corporations
Act as set out in the attached
Articles of Arrangement.

Je certifie par les présentes que
les statuts de la société
mentionnée ci-haut ont été modifiés

☐ (a) en vertu de l'article 13 de la
Loi régissant les sociétés par
actions de régime fédéral
conformément à l'avis ci-joint;

☐ (b) en vertu de l'article 27 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses modificatrices ci-jointes
désignant une série d'actions;

☒ (c) en vertu de l'article 177 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses modificatrices ci-jointes;

☐ (d) en vertu de l'article 191 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué
dans les clauses de réorganisation
ci-jointes;

☐ (e) en vertu de l'article 192 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses d'arrangement ci-jointes.

Le directeur

Director

January 7, 1991/le 7 janvier 1991

Date of Amendment - Date de la modification

Canada

1 — Name of Corporation — Dénomination de la société

GOODFELLOW INC.

2 — Corporation No. N° de la société

44803-6

3 — The articles of the above-named corporation are amended as follows:

Les statuts de la société ci-haut mentionnée sont modifiés de la façon suivante:

Article 2 of the Articles of the Corporation is hereby amended by changing the place in Canada where the registered office is to be situated from the Urban Community of Montreal, Province of Quebec, to Delson, Province of Quebec.

Date
Dec. 19, 1990

Signature



Description of Office — Description du poste
Secretary

CCA 1387 (02-89) 46

FOR DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT
Filed — Dépôt

JAN 14 1991



Certificate of Amendment

**Canada Business
Corporations Act**

Certificat de modification

**Loi sur les sociétés
commerciales canadiennes**

GOODFELLOW INC.

44803-6

Name of corporation - Dénomination de la société

Number - Numéro

I hereby certify that the Articles of the
above-mentioned Corporation were
amended

Je certifie par les présentes que les
statuts de la société mentionnée ci-
haut ont été modifiés

(a) under Section 13 of the Canada
Business Corporations Act in accor-
dance with the attached notice;

☐ (a) en vertu de l'article 13 de la Loi
sur les sociétés commerciales cana-
diennes conformément à l'avis ci-
joint;

(b) under Section 27 of the Canada
Business Corporations Act as set out in
the attached Articles of Amendment
designating a series of shares;

☐ (b) en vertu de l'article 27 de la Loi
sur les sociétés commerciales cana-
diennes tel qu'indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;

(c) under Section 171 of the Canada
Business Corporations Act as set out
in the attached Articles of Amendment;

☒ (c) en vertu de l'article 171 de la Loi
sur les sociétés commerciales cana-
diennes tel qu'indiqué dans les
clauses modificatrices ci-jointes;

(d) under Section 185 of the Canada
Business Corporations Act as set out in
the attached Articles of Reorganization.

☐ (d) en vertu de l'article 185 de la Loi
sur les sociétés commerciales cana-
diennes tel qu'indiqué dans les
clauses de réorganisation ci-jointes;

(e) under Section 185.1 of the
Canada Business Corporations Act
as set out in the attached Articles of
Arrangement.

☐ (e) en vertu de l'article 185.1 de la
Loi sur les sociétés commerciales
canadiennes tel qu'indiqué dans les
clauses d'arrangement ci-jointes.

Director - Directeur

October 26, 1984

Date of Amendment - Date de la modification

CANADA BUSINESS
CORPORATIONS ACT
FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 171)



LOI SUR LES SOCIÉTÉS
COMMERCIALES CANADIENNES
FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 171)

1 - Name of Corporation - Dénomination de la société GOODFELLOW INC.	2 - Corporation No. - N° de la société 44803-6
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3 - The articles of the above-named corporation are amended
as follows.

Les statuts de la société ci-haut mentionnée sont modifiés de la
façon suivante.

- I. The Articles of the Corporation are amended as follows:
- Article 3 of the Articles of Continuance as amended by
Articles of Amendment dated October 5, 1984 is deleted
and replaced with the following:
- The annexed Schedule 1 is incorporated in this form.
- II. The annexed schedule 2 is incorporated herein.

Date October 25, 1984	Signature <i>PLM. 11/2/84</i>	Description of Office - Description du poste Secretary
FOR DEPARTMENTAL USE ONLY		À L'USAGE DU MINISTÈRE SEULEMENT
CCA-1387 (9-82)		Filed - Déposée 26/10/84

SCHEDULE 1

3.1 The Corporation may issue an unlimited number of Common Shares (hereinafter called the "Common Shares") and an unlimited number of Preferred Shares (hereinafter called the "Preferred Shares").

3.2 The Common Shares shall carry and be subject to the following rights, privileges and conditions:

3.2.1 The holders of Common Shares are entitled to vote at all meetings of shareholders;

3.2.2 The holders of Common Shares are entitled to receive dividends when, as and to the extent declared by the Board of Directors to be payable;

3.2.3 In the event of a bankruptcy, winding-up, dissolution or liquidation and dissolution of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation, after payment to the holders of the Preferred Shares of the amounts payable with respect to such Preferred Shares.

3.3 The Preferred Shares shall carry and be subject to the following rights, privileges and conditions:

3.3.1 Preferred Shares may be issued from time to time and at any time in one or more series, each of which series shall consist of such number of Preferred Shares as the Board of Directors of the Corporation may determine by resolution before the issuance thereof;

3.3.2 By resolution adopted before the issuance of each series of Preferred Shares, and subject always to the following conditions and the provisions of the Canada Business Corporations Act, the Board of Directors may determine the description of each series of Preferred Shares, as well as the rights, privileges and conditions attached thereto, and, without restricting the generality of the foregoing, the Board of Directors of the Corporation may determine

3.3.2.1 the rate of preferred dividends, cumulative or non-cumulative, the amounts of payment, the date or dates of payment, the place or places of payment and the date after which such dividends shall accumulate, as the case may be;

3.3.2.2 the right of the Corporation to purchase or redeem the Preferred Shares of any series in accordance with the provisions of the Canada Business Corporations Act, as well as the purchase or redemption price thereof;

3.3.2.3 the rights of the holders of Preferred Shares of a certain series to deposit such shares with the Corporation for redemption and to force the Corporation to effect such redemption;

3.3.2.4 the rights of conversion or exchange for any Preferred Shares in a certain series into or for shares of another series;

3.3.2.5 the terms and conditions of any share purchase fund or sinking fund for a series of Preferred Shares;

3.3.2.6 the restrictions, if any, imposed on the payment of dividends on Common Shares; subject always to the issuance by the Director of Corporations of a Certificate of Amendment to the Articles of Incorporation in accordance with the Canada Business Corporations Act.

3.3.3 No dividend shall be declared, paid, or set aside for future payment on Common Shares during any fiscal year of the Corporation unless, during such fiscal year, the prescribed dividends for any series of Preferred Shares (including any accumulated dividends) have been declared, paid or set aside for future payment on all issued and outstanding Preferred Shares;

3.3.4 In the event of bankruptcy, winding-up, dissolution of the Corporation, or of any other distribution of capital, no sum shall be paid to nor shall any assets be distributed among the holders of the Common Shares until there shall have been paid to the holders of Preferred Shares a price equal to the consideration received for each issued and outstanding Preferred Share together with all dividends declared thereon and unpaid and the holders of the Preferred Shares shall be entitled to be paid equally and rateably all such monies out of the assets of the Corporation and no more, and the remaining assets and funds of the Corporation shall be divided among and paid to the holders of the Common Shares in accordance with their respective rights;

3.3.5 The Preferred Shares in any series rank equally with the Preferred Shares in all other series with regard to the payment of dividends and the distribution of the assets of the Corporation in the event of the winding-up of the Corporation or any other distribution of capital; the holders of Preferred Shares in any series participate pro-rata in the payment of cumulative dividends and the refund of capital, in the event that such payment or refund has not been effected for the entire series.

3.3.6 Except as provided in the Canada Business Corporations Act, the Preferred Shares shall not entitle their holders to receive notice of, attend or vote at meeting of the shareholders of the Corporation.

3.3.7 The Preferred Shares cannot be converted into Common Shares.

SCHEDULE 2

The Articles of the Corporation are amended as follows:

1. The share capital of the Corporation is subdivided as follows:

2.1 Subject to paragraph 1.2 below, each common share of the Corporation, outstanding as at the close of business on the business day immediately preceding the date of the certificate of amendment hereinafter mentioned, is subdivided into 5.43 common shares and each shareholder on such date shall receive 5.43 common shares of the Corporation for each share held, so that 2,497,827 common shares shall thereafter be issued and outstanding.

2.2 The Corporation shall not issue fractional shares in connection with the foregoing and any fractions which would otherwise have been issued are cancelled.



Certificate of Amendment

**Canada Business
Corporations Act**

Certificat de modification

**Loi sur les sociétés
commerciales canadiennes**

GOODFELLOW INC.

Name of corporation - Dénomination de la société

44803-6

Number - Numéro

I hereby certify that the Articles of the
above-mentioned Corporation were
amended.

Je certifie par les présentes que les
statuts de la société mentionnée ci-
haut ont été modifiés

(a) under Section 13 of the Canada
Business Corporations Act in accor-
dance with the attached notice;

☐

(a) en vertu de l'article 13 de la Loi
sur les sociétés commerciales cana-
diennes conformément à l'avis ci-
joint;

(b) under Section 27 of the Canada
Business Corporations Act as set out in
the attached Articles of Amendment
designating a series of shares;

☐

(b) en vertu de l'article 27 de la Loi
sur les sociétés commerciales cana-
diennes tel qu'indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;

(c) under Section 171 of the Canada
Business Corporations Act as set out
in the attached Articles of Amendment;

☒

(c) en vertu de l'article 171 de la Loi
sur les sociétés commerciales cana-
diennes tel qu'indiqué dans les
clauses modificatrices ci-jointes;

(d) under Section 185 of the Canada
Business Corporations Act as set out in
the attached Articles of Reorganization.

☐

(d) en vertu de l'article 185 de la Loi
sur les sociétés commerciales cana-
diennes tel qu'indiqué dans les
clauses de réorganisation ci-jointes;

(e) under Section 185.1 of the
Canada Business Corporations Act
as set out in the attached Articles of
Arrangement.

☐

(e) en vertu de l'article 185.1 de la
Loi sur les sociétés commerciales
canadiennes tel qu'indiqué dans les
clauses d'arrangement ci-jointes.

Fredrick H. Spaulding

Director - Directeur

October 5, 1984

Date of Amendment - Date de la modification

CANADA BUSINESS
CORPORATIONS ACT
FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 171)



LOI SUR LES SOCIÉTÉS
COMMERCIALES CANADIENNES
FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 171)

1 - Name of Corporation - Dénomination de la société

GOODFELLOW LUMBER LTD.
BOIS GOODFELLOW LTÉE

2 - Corporation No. - N° de la société

44803

3 - The articles of the above-named corporation are amended
as follows.

Les statuts de la société ci-haut mentionnée sont modifiés de la
façon suivante.

- I. The name of the Corporation is hereby changed from:
GOODFELLOW LUMBER LTD./BOIS GOODFELLOW LTÉE to: GOODFELLOW
INC.
- II. The Articles of Continuance of the Corporation are amended
as follows:
 1. Article 3 of the Articles of Continuance is deleted and
replaced with the following:

The annexed Schedule 1 is incorporated in this form.
 2. Article 4 of the Articles of Continuance is amended by
the deletion thereof and of the provisions of Schedule
1 thereto and by the replacement thereof with the fol-
lowing:

Not applicable.
 3. Article 8 of the Articles of Continuance is amended by
the deletion of Schedule 2 thereto and by the replace-
ment thereof with the following:

The annexed Schedule 2 is incorporated in this form.

Date	Signature 	Description of Office - Description du poste -
FOR DEPARTMENTAL USE ONLY		À L'USAGE DU MINISTÈRE SEULEMENT
		Filed - Déposée 5-10-84

SCHEDULE 1

3.1 The Corporation may issue an unlimited number of Common Shares (hereinafter called the "Common Shares") and an unlimited number of Preferred Shares (hereinafter called the "Preferred Shares").

3.2 The Common Shares shall carry and be subject to the following rights, privileges and conditions:

3.2.1 The holders of Common Shares are entitled to vote at all meetings of shareholders;

3.2.2 The holders of Common Shares are entitled to receive dividends when, as and to the extent declared by the Board of Directors to be payable;

3.2.3 In the event of a bankruptcy, winding-up, dissolution or liquidation and dissolution of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation, after payment to the holders of the Preferred Shares of the amounts payable with respect to such Preferred Shares.

3.3 The Preferred Shares shall carry and be subject to the following rights, privileges and conditions:

3.3.1 Preferred Shares may be issued from time to time and at any time in one or more series, each of which series shall consist of such number of Preferred Shares as the Board of Directors of the Corporation may determine by resolution before the issuance thereof;

3.3.2 By resolution adopted before the issuance of each series of Preferred Shares, and subject always to the following conditions and the provisions of the Canada Business Corporations Act, the Board of Directors may determine the description of each series of Preferred Shares, as well as the rights, privileges and conditions attached thereto, and, without restricting the generality of the foregoing, the Board of Directors of the Corporation may determine

3.3.2.1 the rate of preferred dividends, cumulative or non-cumulative, the amounts of payment, the date or dates of payment, the place or places of payment and the date after which such dividends shall accumulate, as the case may be;

3.3.2.2 the right of the Corporation to purchase or redeem the Preferred Shares of any series in accordance with the provisions of the Canada Business Corporations Act, as well as the purchase or redemption price thereof;

3.3.2.3 the rights of the holders of Preferred Shares of a certain series to deposit such shares with the Corporation for redemption and to force the Corporation to effect such redemption;

3.3.2.4 the rights of conversion or exchange for any Preferred Shares in a certain series into or for shares of another series or class;

3.3.2.5 the terms and conditions of any share purchase fund or sinking fund for a series of Preferred Shares;

3.3.2.6 the restrictions, if any, imposed on the payment of dividends on Common Shares; subject always to the issuance by the Director of Corporations of a Certificate of Amendment to the Articles of Incorporation in accordance with the Canada Business Corporations Act.

3.3.3 No dividend shall be declared, paid, or set aside for future payment on Common Shares during any fiscal year of the Corporation unless, during such fiscal year, the prescribed dividends for any series of Preferred Shares (including any accumulated dividends) have been declared, paid or set aside for future payment on all issued and outstanding Preferred Shares;

3.3.4 In the event of bankruptcy, winding-up, dissolution of the Corporation, or of any other distribution of capital, no sum shall be paid to nor shall any assets be distributed among the holders of the Common Shares until there shall have been paid to the holders of Preferred Shares a price equal to the consideration received for each issued and outstanding Preferred Share together with all dividends declared thereon and unpaid and the holders of the Preferred Shares shall be entitled to be paid equally and rateably all such monies out of the assets of the Corporation and no more, and the remaining assets and funds of the Corporation shall be divided among and paid to the holders of the Common Shares in accordance with their respective rights;

3.4.5 The Preferred Shares in any series rank equally with the Preferred Shares in all other series with regard to the payment of dividends and the distribution of the assets of the Corporation in the event of the winding-up of the Corporation or any other distribution of capital; the holders of Preferred Shares in any series participate pro-rata in the payment of cumulative dividends and the refund of capital, in the event that such payment or refund has not been effected for the entire series.

3.4.6 Except as provided in the Canada Business Corporations Act, the Preferred Shares shall not entitle their holders to receive notice of, attend or vote at meeting of the shareholders of the Corporation.

SCHEDULE 2

8.1 Without in any way limiting the powers conferred on the directors by the Canada Business Corporations Act, the directors of the Corporation may from time to time without authorization from the shareholders:

- 8.1.1 borrow money upon the credit of the Corporation;
- 8.1.2 limit or increase the amount to be borrowed;
- 8.1.3 issue, reissue, sell or pledge debt obligations of the Corporation for such sums and at such prices as may be deemed expedient;
- 8.1.4 subject to section 42 of the Canada Business Corporations Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- 8.1.5 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.



CANADA

Certificate of Continuance

**Canada Business
Corporations Act**

Certificat de continuation

**Loi sur les corporations
commerciales canadiennes**

**GOODFELLOW LUMBER LTD.
BOIS GOODFELLOW LTEE**

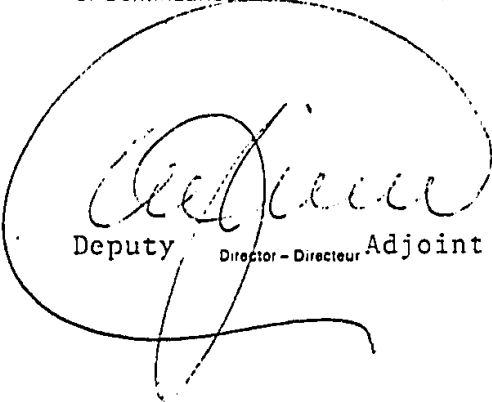
Name of Corporation - Nom de la corporation

44803

Number - Numéro

I hereby certify that the above-mentioned Corporation was continued under Section 181 of the Canada Business Corporations Act as set out in the attached articles of Continuance.

Je certifie par les présentes que la corporation mentionnée ci-haut a été continuée en vertu de l'article 181 de la Loi sur les corporations commerciales canadiennes, tel qu'indiqué dans les statuts de continuation ci-joints.


Deputy

Director - Directeur

Adjoint

November 30, 1978

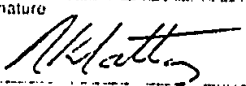
Le 30 novembre 1978

Date of Continuance - Date de la continuation

CORPORATIONS ACT
FORM 11
ARTICLES OF CONTINUANCE
(SECTION 181)

COMMERCIALES CANADIENNES
FORMULE 11
STATUTS DE CONTINUATION
(ARTICLE 181)

1 - Name of Corporation	Nom de la corporation
GOODFELLOW LUMBER LTD.	BOIS GOODFELLOW LTEE
2 - The place in Canada where the registered office is to be situated	Lieu au Canada où doit être situé le siège social
The Urban Community of Montreal, Province of Quebec	La Communauté urbaine de Montréal, province de Québec
3 - The classes and any maximum number of shares that the corporation is authorized to issue	Catégories et tout nombre maximal d'actions que la corporation est autorisée à émettre
An unlimited number of common shares.	Un nombre illimité d'actions ordinaires.
4 - Restrictions if any on share transfers	Restrictions sur le transfert des actions s'il y a lieu
The annexed Schedule 1 is incorporated in this form.	L'annexe 1 ci-jointe fait partie intégrante de la présente.
5 - Number (or minimum and maximum number) of directors	Nombre (ou nombre minimum et maximum) d'administrateurs
Minimum 1 - maximum 11	minimum 1 - maximum 11
6 - Restrictions if any on businesses the corporation may carry on	Restrictions imposées quant aux entreprises que la corporation peut exploiter, s'il y a lieu
Not applicable	Non applicable
7 - If change of name effected, previous name	Si changement de nom a été opéré, nom antérieur
Not applicable	Non applicable
8 - Other provisions if any	Autres dispositions s'il y a lieu
The annexed Schedule 2 is incorporated in this form.	L'annexe 1 ci-jointe fait partie intégrante de la présente.

Date	Signature	Description of Office - Description du poste
November 21, 1978		Vice-President and Treasurer
FOR DEPARTMENTAL USE ONLY Corporation No. - No de la corporation		À L'USAGE DU MINISTÈRE SEULEMENT Filed - Déposée
44803		December 6, 1978 Le 6 décembre 1978

SCHEDULE I

4.1 No shares of the capital stock of the Corporation shall be transferred without the approval of the directors evidenced by resolution of the Board, provided that approval of any transfer of shares may be given as aforesaid after the said transfer has been effected upon the books of the Corporation, in which event, unless the said resolution stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of entry upon the books of the Corporation.

R. Nov 21/78

ANNEXE 1

4.1 Aucune action du capital-actions de la corporation ne doit être transférée sans l'approbation des administrateurs attestée par une résolution du conseil d'administration; l'approbation d'un transfert d'actions peut être donnée tel que susdit après que le transfert a été inscrit dans les livres de la corporation, auquel cas, à moins que ladite résolution stipule autrement, ledit transfert est valide et entre en vigueur à la date de son inscription dans les livres de la corporation.

M.
Nov 21/78

SCHEDULE 2

8.1 The number of shareholders of the Corporation shall be limited to fifty (50), not including persons who are in the employment of the Corporation and 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, two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder.

8.2 Any invitation to the public to subscribe for any securities of the Corporation shall be prohibited.

8.3 The board of directors may, without authorization of the shareholders:

8.3.1 borrow money upon the credit of the Corporation;

8.3.2 issue, re-issue, sell or pledge debt obligations of the Corporation;

8.3.3 subject to the provisions of law, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

8.3.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

M.
Nov 21/78

ANNEXE 2

8.1 Le nombre des actionnaires de la corporation est limité à cinquante (50), ce nombre ne comprenant pas toutefois les personnes qui sont à l'emploi de la corporation ou des personnes qui, ayant déjà été à l'emploi de la corporation, étaient, pendant tel emploi, des actionnaires de la corporation et ont continué à l'être après la fin de leur emploi, deux (2) ou plusieurs personnes détenant conjointement une (1) ou plusieurs actions étant comptées comme un seul actionnaire.

8.2 Toute invitation au public pour la souscription à des valeurs mobilières de la corporation est prohibée.

8.3 Le conseil d'administration peut, sans l'autorisation des actionnaires:

8.3.1 contracter des emprunts, à même le crédit de la corporation;

8.3.2 émettre, réémettre, vendre ou donner en gage les titres de créance de la corporation;

8.3.3 sous réserve des dispositions de la loi, garantir, au nom de la corporation, l'exécution d'une obligation à la charge d'une autre personne; et

8.3.4 grever d'une sûreté, notamment par hypothèque, tout ou partie des biens, présents ou futurs, de la corporation, afin de garantir ses obligations.

M.
Nov 24/78



CANADA

LETTERS PATENT

WHEREAS an application has been filed to incorporate a company under the name
GOODFELLOW LUMBER SALES LTD.
(As a Private Company)

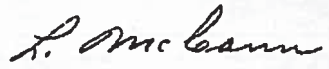
THEREFORE the Minister of Consumer and Corporate Affairs, by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become shareholders in the company hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

GIVEN AT OTTAWA, under my seal of office, this eighteenth day of January,
one thousand nine hundred and seventy-two.


for the Minister of Consumer and
Corporate Affairs

RECORDED 26th January, 1972.

Film 292 Document 148


Deputy Registrar General of Canada



APPLICATION FOR INCORPORATION OF A COMPANY
UNDER PART I OF THE CANADA CORPORATIONS ACT.

To the Minister of Consumer and Corporate Affairs of
Canada.

The application of

ANTOINE PARE,	695 Grosvenor Avenue, Westmount, P.Q. Lawyer;
PETER A. HOWLETT	476 Mountain Avenue, Westmount, P.Q. Businessman;
CHARLOTTE ROUX	3281 Forest Hill, Montreal, P.Q. Receptionist;
NELLY AWAD	11786 De Meulles, Montreal 390, P.Q. Secretary;
SUSAN ALCOCK	4311 Old Orchard, Montreal 260, P.Q. Secretary.

respectfully sheweth as follows:

The undersigned applicants, who are of the full age of twenty-one years, with power under law to contract, are desirous of obtaining letters patent under the provisions of Part I of the Canada Corporations Act constituting your applicants and such others as may become shareholders in the Company thereby created a body corporate and politic under the name of

"GOODFELLOW LUMBER SALES LTD."

or such other name as shall appear to you to be proper in the premises.

The undersigned have satisfied themselves and are assured that the proposed corporate name under which incorporation is sought is not the name or similar to the name under which any other known company, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembling that name as to be calculated to deceive except that of

"GOODFELLOW LUMBER LIMITED"

whose consent to the use of the said name by the Company is transmitted herewith and that it is not a name which is otherwise on public grounds objectionable.

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The purposes for which incorporation of the Company is sought are to carry on in all their respective branches the businesses of lumber merchants, mill owners and general dealers, either wholesale or retail, in lumber of all categories and any products whatsoever generally used in the building business and to buy, acquire, lease, sell, dispose of, manufacture, produce, repair, alter, import, export, exchange or otherwise deal in same.

The Head office of the Company will be situated at Ville St. Laurent - 101 Stinson Boulevard, in the Province of Quebec.

The capital stock of the Company shall consist of four thousand (4,000) eight percent (8%) non-cumulative redeemable preferred shares of the par value of one hundred dollars (\$100.00) each and six hundred thousand (600,000) common shares without nominal or par value, provided, however, that the consideration for the issue of the said six hundred thousand (600,000) common shares without nominal or par value which may from time to time be fixed by the board of directors of the Company, shall not exceed in money or money's worth an aggregate value of six hundred thousand dollars (\$600,000.00) or such greater amount as may be authorized by the Minister of Consumer and Corporate Affairs upon payment of the requisite fee applicable for such greater amount.

The said eight per cent (8%) non-cumulative redeemable preferred shares and the said common shares shall respectively carry and be subject to the following rights, preferences, priorities, privileges, limitations restrictions and conditions:

1.-

D I V I D E N D S

The holders of record of the said preferred shares shall be entitled to receive in each fiscal year of the Company, when and as declared by the board of directors, out of the surplus or net profit of the Company, fixed non-cumulative preferential dividends at the rate of but not exceeding eight per cent (8%) per annum on the capital for the time being paid up thereon, payable at such times and in such amounts and at such place or places in Canada as the board of directors may from time to time determine. The said dividends at the rate of eight per cent (8%) per annum on the said preferred shares shall be non-cumulative and if in any fiscal year the board of directors in its discretion shall not declare the said dividends or any part thereof on the said preferred shares then the rights of the holders thereof to such dividends or to any greater dividend than the dividends actually declared for such fiscal year shall be forever extinguished. No dividends shall at any time be declared, paid or set apart for payment in any fiscal year of the Company upon the common shares of the Company unless the prescribed dividend on all then outstanding preferred shares shall have been declared, paid or set apart for payment during such fiscal year of the Company.

2.-

PURCHASE FOR CANCELLATION

Subject to the provisions of subsection (3) of section 52 or of section 62 of the Canada Corporations Act, the Company, by resolution of the board of directors, shall have the right at its option to purchase for cancellation at any time all or from time to time any of the said preferred shares pursuant to tenders or with the consent of all the holders of said preferred shares, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the redemption price of the said preferred shares hereinafter specified, provided, however that in the case of purchase of shares pursuant to tenders the Company shall give notice to all the holders of said preferred shares in the manner prescribed in the by-laws of the Company of its intention to invite tenders and shall, if two (2) or more tenders of said preferred shares at the same price be received, which shares when added to any shares already tendered at a lower price or prices aggregate more than the number of shares to be purchased at such time, pro-rate among the shareholders submitting such tenders at the same price the number of shares necessary to complete the number of shares to be purchased at such time. From and after the date of such purchase of any said preferred shares, the certificates representing such shares shall be cancelled and such shares shall not be reissued. If such purchase is made under the provisions of subsection (3) of section 52, the shares so purchased shall be cancelled and the capital stock of the Company shall be decreased accordingly upon due compliance with the provisions of section 63 of the said Act.

3.-

REDEMPTION

Subject to the provisions of subsection (3) of section 52 or of section 62 of the Canada Corporations Act, the Company, by resolution of the board of directors, shall have the right at any time to redeem all or from time to time to redeem any of the said preferred shares, upon giving notice as hereinafter provided, on payment of the redemption price, viz., the amount of capital paid up on the said preferred shares to be redeemed plus an amount equal to any dividends then declared thereon and remaining unpaid. In case a part only of the then outstanding said preferred shares is at any time to be redeemed the shares so to be redeemed shall be selected, as nearly as may be, pro rata from among the holders of all the then outstanding said preferred shares, provided that, with the consent of all such holders, such selection may be made in any manner whatsoever, which may include the selection of all or any of the shares of any particular holder or holders. The Company shall, at least seven (7) days prior to the date fixed for redemption, mail to each person who, at the date of such mailing, is a registered holder of said preferred shares to be redeemed, notice of the intention of the Company to redeem such shares held by such registered holder; such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the books of the Company or, in the event of the address of any such holder not appearing on the books of the Company, then to the last known address of such holder, and shall set out the number of said preferred shares so to be redeemed held by the person to whom it is addressed, the redemption price, the date on which redemption is to

take place and the place or places fixed for payment of the redemption price. On or after the date so specified for redemption the Company shall pay or cause to be paid the redemption price to the registered holders of the said preferred shares to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at the place or places specified in such notice, and the certificates for such preferred shares shall thereupon be cancelled and redemption of the said preferred shares represented thereby shall thereupon be and be deemed to be complete; from and after the date specified for redemption in such notice the holders of such preferred shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the redemption price, unless payment of the redemption price shall not be made by the Company in accordance with the foregoing provisions, in which case the rights of the holders of such preferred shares shall remain unimpaired. Shares redeemed as aforesaid shall not be reissued. If such redemption is made under the provisions of subsection (3) of section 52, the shares so redeemed shall be cancelled and the capital stock of the Company shall be decreased accordingly upon due compliance with the provisions of section 63 of the said Act.

4.-

RETURN OF CAPITAL

In the event of the liquidation, dissolution or winding up of the Company, whether voluntary or otherwise, or on any distribution of assets other than by way of dividends, the holders of the said preferred shares shall be entitled to receive, for each said preferred share outstanding, the amount paid up thereon, plus an amount equal to all dividends declared thereon and unpaid, in priority to any distribution to the holders of common shares. The holders of the said preferred shares shall not be entitled to share any further in the distribution of the assets of the Company.

5.-

V O T I N G

Except as otherwise in paragraph (7) hereof expressly provided, the holders of the said preferred shares shall not, as such, have any right to receive notice of or to attend or vote at meetings of shareholders of the Company unless and until the Company from time to time shall fail, for a period of two (2) consecutive years, to pay a dividend of eight per cent (8%) per annum on the said preferred shares. Thereafter until such time as the Company shall have paid a dividend of eight per cent (8%) on the said preferred shares in a fiscal year of the Company, the holders of the said preferred shares shall be entitled to receive notice of meetings of shareholders and to attend and vote thereat and shall have one (1) vote in respect of each said preferred share held by them respectively.

6.-

The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company and shall have one (1) vote in respect of each common share held by them.

7.- The provisions contained in the foregoing paragraphs (1) to (6) both inclusive, and in this paragraph (7) shall not be repealed, modified or altered nor shall any class of shares having priority over or equality with the said preferred shares in respect of dividends or in case of liquidation be created, nor shall any increase in the number of the said preferred shares be made, unless effected by by-law of the Company duly enacted and sanctioned as then required by law and in addition approved by at least three-fourths ($\frac{3}{4}$) of the votes cast at a special general meeting of the holders of the then outstanding preferred shares duly called for considering the said by-law, in addition to such other vote which may be required by the Canada Corporations Act and confirmed by supplementary letters patent.

Your applicants request that the Company be incorporated as a private company with the following restrictions on the transfer of shares:

(1) No shares in the capital stock of the Company shall be transferred without the consent of the Board of Directors expressed by resolution.

(2) The number of shareholders of the Company shall be limited to fifty (50), not including persons who are in the employment of the Company and persons, who, having been formerly in the employment of the Company were, while in that employment, and have continued after the determination of that employment to be shareholders of the Company, two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder.

(3) Any invitation to the public to subscribe for any shares or debentures of the Company shall be prohibited.

And your applicants request that the following provision may be contained in the letters patent:

The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the capital stock of the Company or procure subscriptions, whether absolute or conditional, for any such shares, provided, however, that, if such shares are of a par value, such commission, whether in the form of money or of shares, shall not exceed ten per cent (10%) of the amount realized therefrom, and, if such shares are without nominal or par value, such commission, if in the form of money, shall not exceed 10% (ten per cent) of the consideration for which such shares are issued and, if in the form of shares, shall not exceed ten per cent (10%) of the number of shares subscribed for.

The shareholders of the Company may from time to time by a three-fifths ($\frac{3}{5}$) vote remove any director or directors before the expiration of his or their period of office

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and appoint any qualified person or persons in his or their stead for the balance of his or their term at a special general meeting of which notice specifying the intention to pass such resolution shall have been given.

For the amount of any dividend which the directors may lawfully declare payable in money they may declare a stock dividend and issue therefor shares of the Company as fully paid or may credit the amount of such dividend on the shares of the Company already issued but not fully paid and the liability of the holders of such shares shall be reduced by the amount of such dividend.

And, in accordance with the provisions of section 65 of the said Act, it is declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) of the votes cast at a special general meeting of the shareholders duly called for considering the by-law, the directors of the Company may from time to time

- (a) borrow money upon the credit of the Company;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Company;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Company by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable, property of the Company and the undertaking and rights of the Company.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Company to such extent and in such manner as may be set out in such by-law.

Nothing in this section limits or restricts the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Company.

The name, the address and the calling of each of the applicants are as follows:

ANTOINE PARE,	695 Grosvenor Avenue, Westmount, P.Q. Lawyer;
PETER A. HOWLETT	476 Mountain Avenue, Westmount, P.Q. Businesssman;
CHARLOTTE ROUX	3281 Forest Hill, Montreal, P.Q. Receptionist;
NELLY AWAD	11786 De Meulles, Montreal 390, P.Q. Secretary;
SUSAN ALCOCK,	4311 Old Orchard, Montreal 260, P.Q. Secretary.

The said applicants will be the first directors of the Company.

Your applicants do hereby severally, and not one for the others or other, subscribe for and agree to take the respective shares in the capital stock of the Company set opposite our respective names as hereunder and hereafter written and to become shareholders in the Company to the said amount.

ANTOINE PARE	one (1) common share at \$1.00 eac
PETER A. HOWLETT	one (1) common share at \$1.00 c
CHARLOTTE ROUX	one (1) common share at \$1.00 eac
NELLY AWAD	one (1) common share at \$1.00 eac
SUSAN ALCOCK	one (1) common share at \$1.00 eac

The undersigned therefore request that a charter be granted constituting them, and such other persons as hereafter become shareholders in the Company, a body corporate and politic for the purposes above set forth.

DATED at Montreal, Province of Quebec, this
14th day of January 1972.

Antoine Pare
ANTOINE PARE

Peter A. Howlett
PETER A. HOWLETT

Charlotte Roux
CHARLOTTE ROUX

Nelly Awad
NELLY AWAD

Susan Alcock
SUSAN ALCOCK