Industry Canada | Industrie Canada

Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Royal Group Technologies Limited/

Groupe Royal Technologies Limitee

309003-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- [ ] a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice; / a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, 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 canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- [x] c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment; / c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- [ ] d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization; / d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

June 23, 2005 / le 23 juin 2005

Date of Amendment - Date de modification

Canada

Industry Canada Industrie Canada

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ELECTRONIC TRANSACTION REPORT **RAPPORT DE LA TRANSACTION ÉLECTRONIQUE**

ARTICLES OF AMENDMENT (SECTIONS 27 OR 177) **CLAUSES MODIFICATRICES (ARTICLES 27 OU 177)**

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

1. Name of Corporation - Dénomination de la société	2. Corporation No. - N° de la société
Royal Group Technologies Limited/ Groupe Royal Technologies Limitee	309003-5

3. **The articles of the above-named corporation are amended as follows:**
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

1. To remove section 3 of the articles in its entirety and substitute therefor the following:
The classes and any maximum number of shares that the Corporation is authorized to issue:
an unlimited number of First Preferred Shares
an unlimited number of Second Preferred Shares
an unlimited number of Common Shares
The First Preferred Shares, Second Preferred Shares and the Common Shares shall have the respective rights and shall be subject to the restrictions, conditions and limitations set forth in Schedule "A" attached hereto and incorporated in this form:

2. To remove all rights, privileges, restrictions and conditions attaching to the shares of the Corporation contained in Schedule "A" of the articles of the Corporation and to substitute the respective rights, privileges, restrictions and conditions set forth in Schedule "A" annexed hereto.

ROYAL GROUP TECHNOLOGIES LIMITED
GROUPE ROYAL TECHNOLOGIES LIMITEE
(hereinafter referred to as the "Corporation")

THIS IS SCHEDULE "A" TO THE FOREGOING FORM 4 UNDER THE CANADA BUSINESS CORPORATIONS ACT

A. FIRST PREFERRED SHARES, AS A CLASS

The First Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

1. Directors' Rights to Issue in One or More Series,

1.1 The First Preferred Shares may at any time or from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the board of directors of the Corporation as confirmed and declared by a certificate and articles of amendment.

2. Directors to Fix Terms of Each Series

2.1 Subject as hereinafter provided, the board of directors of the Corporation shall determine by resolution duly passed before the issue of the First Preferred Shares of each series, the designation of and the rights, privileges, restrictions and conditions to be attached to the First Preferred Shares of su ch series, including, but without in any way limiting or restricting the generality of the foregoing:

(a) provisions, if any, with respect to the rights of the holders of the shares of the series to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting;

(b) the rate or amount of preferential dividends and whether or not cumulative or non-cumulative, the currency or currencies of payment, the date or dates and places of payment thereof and the date or dates from or on which such preferential dividends shall accrue or be payable;

(c) the rights of the Corporation, if any, to purchase or redeem the shares of the series and the consideration therefor, premium, if any, and the terms and conditions of any such purchase or redemption;

(d) the conversion rights, if any;

(e) the terms and conditions, if any, under which the shares of the series shall or may be purchased or sinking fund obligations, if any; and

(f) the restrictions, if any, respecting payment of dividends on the Second Preferred Shares, the Common Shares or on any other shares ranking junior to the First Preferred Shares;
the whole to be subject to the issue of a certificate and articles of amendment setting forth the designation of and the rights, privileges, restrictions and conditions attaching to such series of First Preferred Shares.

3. Priority of Dividends

3.1 The First Preferred Shares of each series shall, with respect to the payment of dividends, be entitled to preference over the Second Preferred Shares and the Common Shares and over any other shares of the Corporation ranking junior to the First Preferred Shares.

4. Priority of Distributions

4.1 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 First Preferred Shares shall, before any amount shall be p aid to or any property or assets of the Corporation distributed among the holders of the Second Preferred Shares, the Common Shares or any other shares of the Corporation ranking junior to the First Preferred Shares, be entitled to receive an amount equal to the price at which such First Preferred Shares were issued together with, in the case of any series of First Preferred Shares entitled to cumulative dividends, all unpaid cumulative dividends (which for such purpose shall be calculated as if such cumulative dividends were accruing from day-to-day for the period from the expiration of the last period for which cumulative dividends have been paid up to and including the date of distribution) and, in the case of any series of First Preferred Shares entitled to non-cumulative dividends, all declared but unpaid dividends. After payment to the holder of the First Preferred Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

5. Parity of Series

5.1 The First Preferred Shares of each series shall rank on a parity with the First Preferred Shares of every other series with respect to the payment of dividends and distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary; provided, however, that in case such assets are insufficient to pay in full the amount due on all the First Preferred Shares, then such assets shall be applied, firstly, to the payment equally and rateably of an amount equal to the price at which the First Preferred Shares of each series were issued and the premium payable thereon, if any, and, secondly, pro rata in the payment of accrued and unpaid cumulative dividends and declared but unpaid non-cumulative dividends.

6. Limitation of Voting Rights

6.1 The holders of First Preferred Shares, or of any series of First Preferred Shares, shall not be entitled to vote separa tely as a class or as a series upon any proposal to amend the articles of the Corporation to:

(a) increase or decrease any maximum number, if any, of authorized First Preferred Shares, or increase the maximum number, if any, of authorized shares of a class having rights or privileges equal or superior to the First Preferred Shares;

(b) effect an exchange, reclassification or cancellation of all or part of the First Preferred Shares; or

(c) create a new class of shares equal or superior to the First Preferred Shares.

7. Amendments

7.1 The provisions hereof may be repealed, altered, modified, amended or amplified by certificate and articles of amendment but only with the approval of the holders of the First Preferred Shares given in accordance with the immediately following Section 8 hereof.

8. Approval

8.1 Any approval to be given by the holders of First Preferred Shares as a class or of any series thereof, as the case may be, shall be deemed to have been sufficiently given if it shall have been given in writing by the holders of at least 66 2/3 % of the outstanding First Preferred Shares or any series thereof or by a resolution passed at a meeting of holders of First Preferred Shares or any series thereof duly called and held at which the holders of at least a majority of the outstanding First Preferred Shares or any series thereof are present or are represented by proxy and carried by the affirmative vote of not less than 66 2/3% of the votes cast at such meeting. If at any such meeting the holders of a majority of the outstanding First Preferred Shares or any series thereof are not present or represented by proxy within one-half hour after the time appointed for such meeting then the meeting shall be adjourned to such date not less than 15 days thereafter and to such time and place as may be designated by the chairman, and not less than 10 days written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of F irst Preferred Shares or any series thereof present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 2/3% of the votes cast at such meeting shall constitute the approval of the holders of the First Preferred Shares or any series thereof.

B. SECOND PREFERRED SHARES, AS A CLASS

Subject to the prior rights of the First Preferred Shares, the Second Preferred Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

1. Directors' Rights to Issue in One or More Series

1.1 The Second Preferred Shares may at any time or from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the board of directors of the Corporation as confirmed and declared by a certificate and articles of amendment.

2. Directors to Fix Terms of Each Series

2.1 Subject as hereinafter provided, the board of directors of the Corporation shall determine by resolution duly passed before the issue of the Second Preferred Shares of each series, the designation of and the rights, privileges, restrictions and conditions to be attached to the Second Preferred Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing:

(a) provisions, if any, with respect to the rights of the holders of the shares of the series to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting;

(b) the rate or amount of preferential dividends and whether or not cumulative or non-cumulative, the currency or currencies of payment, the date or dates and places of payment thereof and the date or dates from or on which such preferential dividends shall accrue or be payable;

(c) the rights of the Corporation, if any, to purchase or re deem the shares of the series and the consideration therefor, premium, if any, and the terms and conditions of any such purchase or redemption;

(d) the conversion rights, if any;

(e) the terms and conditions, if any, under which the shares of the series shall or may be purchased or sinking fund obligations, if any; and

(f) the restrictions, if any, respecting payment of dividends on the Common Shares or on any other shares ranking junior to the Second Preferred Shares;
the whole to be subject to the issue of a certificate and articles of amendment setting forth the designation of and the rights, privileges, restrictions and conditions attaching to such series of Second Preferred Shares.

3. Priority of Dividends

3.1 The Second Preferred Shares of each series shall, with respect to the payment of dividends, be junior to the First Preferred Shares and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Second Preferred Shares.

4. Priority of Distributions

4.1 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 Second Preferred Shares shall, subject to the prior rights of the holders of First Preferred Shares but before any amount shall be paid to or any property or assets of the Corporation distributed among the holders of the Common Shares or any other shares of the Corporation ranking junior to the Second Preferred Shares, be entitled to receive an amount equal to the price at which such Second Preferred Shares were issued together with, in the case of any series of Second Preferred Shares entitled to cumulative dividends, all unpaid cumulative dividends (which for such purpose shall be calculated as if such cumulative dividends were accruing from day-to-day for the period from the expiration of the last period for which cumula tive dividends have been paid up to and including the date of distribution) and, in the case of any series of Second Preferred Shares entitled to non-cumulative dividends, all declared but unpaid dividends. After payment to the holders of the Second Preferred Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

5. Parity of Series

5.1 The Second Preferred Shares of each series shall rank on a parity with the Second Preferred Shares of every other series with respect to the payment of dividends and distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary; provided, however, that in case such assets are insufficient to pay in full the amount due on all the Second Preferred Shares, then such assets shall be applied, firstly, to the payment equally and rateably of an amount equal to the price at which the Second Preferred Shares of each series were issued and the premium payable thereon, if any, and, secondly, pro rata in the payment of accrued and unpaid cumulative dividends and declared but unpaid non-cumulative dividends.

6. Limitation of Voting Rights

6.1 The holders of Second Preferred Shares, or of any series of Second Preferred Shares, shall not be entitled to vote separately as a class or as a series upon any proposal to amend the articles of the Corporation to:

(a) increase or decrease any maximum number, if any, of authorized Second Preferred Shares, or increase the maximum number, if any, of authorized shares of a class having rights or privileges equal or superior to the Second Preferred Shares;

(b) effect an exchange, reclassification or cancellation of all or part of the Second Preferred Shares; or

(c) create a new class of shares equal or superior to the Second Preferred Shares.

7. Amendments

7.1 The provisions hereof may be repealed, altered, modified, a mended or amplified by certificate and articles of amendment but only with the approval of the holders of the Second Preferred Shares given in accordance with the immediately following Section 8 hereof.

8. Approval

8.1 Any approval to be given by the holders of Second Preferred Shares as a class or of any series thereof, as the case may be, shall be deemed to have been sufficiently given if it shall have been given in writing by the holders of at least 66 2/3 % of the outstanding Second Preferred Shares or any series thereof or by a resolution passed at a meeting of holders of Second Preferred Shares or any series thereof duly called and held at which the holders of at least a majority of the outstanding Second Preferred Shares or any series thereof are present or are represented by proxy and carried by the affirmative vote of not less than 66 2/3 % of the votes cast at such meeting. If at any such meeting the holders of a majority of the outstanding Second Preferred Shares or any series thereof are not present or represented by proxy within one-half hour after the time appointed for such meeting then the meeting shall be adjourned to such date not less than 15 days thereafter and to such time and place as may be designated by the chairman, and not less than 10 days written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of Second Preferred Shares or any series thereof present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 2/3 % of the votes cast at such meeting shall constitute the approval of the holders of the Second Preferred Shares or any series thereof.

C. COMMON SHARES

Subject to the prior rights of the holders of the First Preferred Shares and the Second Preferred Shares, the Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. D ividends

1.1 Subject to the prior rights of the holders of the First Preferred Shares, the Second Preferred Shares and any other shares of the Corporation ranking prior to the Common Shares with respect to priority in the payment of dividends, the holders of Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation, out of assets properly applicable to the payment of dividends, in such amount and in such form as the board of directors of the Corporation may determine front time to time, and all dividends which the directors may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding. Cheques of the Corporation payable in lawful money of Canada at par at any branch in Canada of the Corporation's bankers for the time being shall be issued in respect of any such dividends payable in cash (less any tax required to be withheld by the Corporation). The forwarding by prepaid mail or delivering of such a cheque to a holder of Common Shares at the address of such holder as it appears on the securities registers of the Corporation shall satisfy such dividends to the extent of the sum represented thereby (plus the amount of any such tax deducted) unless such cheque is not paid on due presentation.

2. Dissolution

2.1 In the event of the liquidation, dissolution or winding?up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the First Preferred Shares, the Second Preferred Shares and any other shares of the Corporation ranking prior to the Common Shares in respect of the distribution of assets upon liquidation, dissolution or winding-up, the holders of the Common Shares shall be entitled to receive the remaining property a nd assets of the Corporation in equal amounts per share.

3. Voting Rights

3.1 The holders of the Common Shares shall be entitled to receive notice of, attend and vote at all meetings of the shareholders of the Corporation, except any meetings at which only holders of a specified class or series of shares of the Corporation are entitled to vote separately as a class or series. Each Common Share shall entitle the holder thereof to one vote for each such share held.

Date	Name - Nom	Signature	Capacity of - en qualité
2005-06-23	SCOTT D. BATES		AUTHORIZED OFFICER