Industry Canada | Industrie Canada

Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

Rutter Inc.

Name of corporation-Dénomination de la société

453048-9

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act,* of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions,* des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

September 1, 2009 / le 1 septembre 2009

Date of Amalgamation - Date de fusion

Canada

Industry Canada — Industrie Canada

Canada Business Corporations Act (CBCA) — Loi canadienne sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 – Name of the Amalgamated Corporation — Dénomination sociale de la société issue de la fusion

Rutter Inc.

2 – The province or territory in Canada where the registered office is to be situated (do not indicate the full address) — La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

Newfoundland and Labrador - Terre Neuve et Labrador

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 société est autorisée à émettre

The annexed Schedule 1 is incorporated in this form

4 – Restrictions, if any, on share transfers — Restrictions sur le transfert des actions, s'il y a lieu

None

5 – Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) — Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: 1 Maximum: 10 — Minimal : Maximal :

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

None

7 – Other provisions, if any — Autres dispositions, s'il y a lieu

The annexed Schedule 2 is incorporated in this form

8 – The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: — La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☐ 183 ☒ 184(1) ☐ 184(2)

9 – Declaration: I hereby 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.

Name of the amalgamating corporations / Dénomination social des sociétés fusionnantes	Corporation No. / N° de la société	Signature
Rutter Inc.	609525-9	[signature]
Rutter Engineering Inc.	444008-1	[signature]
Rutter Technologies Inc.	722769-8	[signature]

Note:
Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding $5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota :
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 $ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

Canada

4530489

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Schedule 1

SHARE CAPITAL OF THE CORPORATION

The share capital of the Corporation is composed of one (1) class of shares. The rights, privileges, conditions and restrictions attaching to the 'Common' shares are as follows:

A) COMMON SHARES

A1 GENERAL

The Corporation is authorized to issue an unlimited number of 'Common' shares for a consideration to be paid into the stated capital account maintained for these shares which shall also be unlimited. These shares shall have no par value.

A2 RIGHT TO VOTE

Holders of 'Common' shares shall be entitled to receive notice of all meetings of shareholders and to attend such meetings and vote thereat subject however to the provisions set forth in the *Canada Business Corporations Act* authorizing holders of certain classes of shares to vote separately under certain circumstances. Each share shall count as one (1) vote.

A3 DIVIDENDS AND PARTICIPATION

Subject to the rights and privileges attached to the other classes of shares holders of Common shares shall be entitled as follows:

a) to share the property profits and surplus assets of the Corporation and in this regard to receive all declared dividends;

b) to share the remaining property upon the dissolution winding-up or other partial or total distribution of the assets of the Corporation.

Schedule 2

OTHER PROVISIONS

BORROWING POWERS

In addition to the powers conferred by the Articles and without limiting the scope of the powers conferred upon the board of directors pursuant to section 189 of the *Canada Business Corporations Act*, R S C, 1985, c C-44, the board of directors may effect the following when it deems it expedient and without being required to obtain the authorization of the shareholders:

a) borrow money on the credit of the Corporation

b) issue, reissue, sell or pledge or hypothecate debt obligations of the Corporation,

c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person,

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

Notwithstanding subsection 115(3) and paragraph 121(a) of the *Canada Business Corporation Act* unless the Articles or By-laws or a Unanimous Shareholder Agreement otherwise provides by resolution delegate the aforementioned powers to a director, a committee of directors or an officer.

APPOINTMENT OF NEW DIRECTORS DURING A TERM IN OFFICE

Subject to section 111 of the Canada Business Corporations Act the directors, in order to increase the number of directors within the limits prescribed by the articles may appoint one (1) or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders to the extent that the total number of directors so appointed shall not exceed on third (1/3) of the number of directors elected at the previous annual meeting of the shareholders.