

INSTRUCTIONS FOR COMPLETING

This form together with required supporting documents and fee, must be filed with the Ministry to incorporate an Ontario business corporation under the *Business Corporations Act*.

Articles in duplicate may be mailed to the Toronto address listed below. For over-the-counter service articles may be filed in person at the Toronto office or at some Land Registry/ServiceOntario offices in Ontario. For a list of locations see the "Offices That Endorse Articles Submitted Under the *Business Corporations Act*" information sheet or visit the Ministry's web site at: www.mgs.gov.on.ca. Choose your language preference, select "Services for Business" from the "Service Ontario" menu on the right hand side of the page, then choose "Company Information" from the services listed and scroll down to "Frequently Asked Questions".

Electronic Filing of Articles of Incorporation is available through Service Providers under contract with the Ministry of Government Services. For information about Service Providers visit the ServiceOntario website at: www.serviceontario.ca. Select "Gateway for Business" on the left-hand side of the page and then "Private-Sector Service Providers" from the "Other Resources" section on the right-hand side of the page.

FEE

\$360.00 BY MAIL - Cheque or money order payable to the Minister of Finance.
IN PERSON – (at the Toronto office) – cash, cheque or money order payable to Minister of Finance, Visa, MasterCard, American Express or debit card. (If you are filing the documents at a Land Registry or ServiceOntario Office, call first to confirm whether credit or debit cards are acceptable).

There will be a service charge payable for any cheque returned as non-negotiable by a bank or financial institution.

SUPPORTING DOCUMENTS

NAME SEARCH

If you are incorporating under a name instead of a number name, you must obtain an Ontario-biased NUANS report for the proposed name. NUANS is a computerized search system that compares a proposed corporate name or trade-mark with databases of existing corporate bodies and trade-marks. This comparison determines the similarity that exists between the proposed name or mark and existing names in the database, and produces a listing of names that are found to be most similar. This search must be submitted together with the duplicate Articles of Incorporation within 90 days from production by the NUANS system. For example, articles submitted on November 28th could be accompanied by a NUANS name search report dated as early as August 30th, but not dated earlier.

The Companies and Personal Property Security Branch does not provide this search. Suppliers are listed in the Yellow Pages under the heading "Searchers of Records" or visit Industry Canada's NUANS site at, www.nuans.com for a list of registered search houses that can assist you with obtaining a NUANS search report and filing your corporate documents with the Ministry of Government Services. Please note the NUANS search **must be Ontario biased**.

It is the applicant's responsibility to check the search for similar/identical names and to obtain any consent that may be required. The Ministry will not grant a name that is identical to the current name or former name of another corporation operating in Ontario whether active or not, unless it has been more than ten years since the other corporation dissolved or changed its name. The only exception to this rule is when the corporation meets the requirements of Subsection 6(2) of Regulation 62 under the *Business Corporations Act*. In this case a legal opinion must accompany the articles being filed. The legal opinion must be on legal letterhead and must be signed by an individual lawyer (not a law clerk or law firm). It must also clearly indicate that the corporations involved comply with Subsection 6(2) by referring to each clause specifically.

BILINGUAL NAMES

When incorporating a corporation with an English and French form of the name a name search is required for each form of the name (English and French) unless the English and French forms of the name are identical and the legal element in the French form is the French version of the legal element in the English form (for example, INCORPOREE and INCORPORATED). There should be a forward slash (/) separating the two forms of the name.

NUMBER NAMES

You do not require a name search for a number name. In article one on the form, leave nine empty boxes, then type or print in block capital letters the word "ONTARIO" followed by one of the following legal elements: LIMITED, LIMITÉE, INCORPORATED, INCORPORÉE, CORPORATION or the corresponding abbreviation LTD., LTÉE, INC., or CORP. The Companies and Personal Property Security Branch will assign a number to the corporation.

COVERING LETTER

Enclose a covering letter setting out the name of a contact person, a return address and a telephone number. This will facilitate the processing of the articles should a question arise as to the content of the articles.

APPEARANCE OF DOCUMENTS

The Articles of Incorporation must be completed in duplicate on Form 1 as approved by the Minister. All documents must be legible and compatible with the microfilming process, with the information typed or hand printed in block capital letters, on one side of good quality white bond paper 8 ½" X 11".

The article headings are numbered 1 to 10 and must remain in that order. Do not leave out any of the headings. If a section does not apply type "nil" or "not applicable". When additional pages are required, due to lack of space, they should be the same size as all the other pages and should be inserted after the applicable heading with the same number as the heading page with the addition of alphabet characters to indicate sequence. For example, pages inserted after page 3 would be numbered 3A, 3B, etc.

ARTICLE 1 Set out the name of the corporation in block capital letters starting from the first box of the first line on the left with one letter per box and one empty box for a space. Punctuation marks are entered in separate boxes. Complete one line before starting in the first box of the next line. The name entered must be exactly the same as that on the name search report.

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ARTICLE 2 The address (where multi-office building include room or suite number) of the registered office of the corporation must be set out in full including the street name, street number or R.R. #, municipality, province, country and the postal code. A post office box alone is not an acceptable address. If there is no street and number, set out the lot and concession or lot and plan numbers. The registered office must be in Ontario.

ARTICLE 3 Set out the number of directors. This can be a fixed number of directors (e.g.. 1) or a minimum and maximum number (e.g. minimum 1, maximum 10). Do not complete both.

ARTICLE 4 The name(s) (including first name, middle names and surname) and the address for service for each of the first directors must be set out. The address should include the street name, street number, suite (or R.R. #) municipality, province, country and postal code. Directors must be individuals, not corporations. State if the director(s) is/are Resident Canadian(s). At least 25 per cent of the directors must be resident Canadians (if 25% of the directors is not a whole number round up to the nearest whole number). Where a corporation has less than four directors, at least one must be a resident Canadian. The directors must be individuals, not corporations.

Form 2, Consent to Act as a First Director - A person listed as a director (article 4) who is not an incorporator (article 10) and therefore is not signing the form is required to complete a Form 2, Consent to Act as First Director. The completed and signed Form 2 must be available for inspection at the registered office of the corporation.

- ARTICLE 5 Set out restrictions, if any, on the business the corporation may carry on or on the powers that the corporation may exercise. If none, state so.
- ARTICLE 6 Set out the classes and any maximum number of shares that the corporation is authorized to issue. This item should be completed (e.g., unlimited common shares).
- ARTICLE 7 Set out the rights, privileges, restrictions and conditions (if any) attached to each class of shares and directors authority with respect to any class of shares that may be issued in series.
- ARTICLE 8 Set out restrictions on issue, transfer or ownership of shares (if any).
- ARTICLE 9 Set out other provisions (if any).
- ARTICLE 10 Set out name and address for service of each of the incorporators. If the incorporator is a corporation set out the address of the registered or head office. The address should include the street name, street number and suite (if applicable) or R.R. # and the municipality, province, country and postal code.
- EXECUTION Both copies of the articles must be signed by each of the incorporators. Print the full name of the incorporator beside his/her signature or if the incorporator is a corporation print the name of the corporation and the name and office of the individual signing for the corporation (e.g., President).

Articles (in duplicate), original Ontario-biased NUANS name search report (if applicable), covering letter and filing fee should be mailed or delivered to:

**COMPANIES AND PERSONAL PROPERTY SECURITY BRANCH
MINISTRY OF GOVERNMENT SERVICES
393 UNIVERSITY AVENUE, SUITE 200
TORONTO ON M5G 2M2
375 UNIVERSITY AVENUE, 2ND FLOOR (IN PERSON)**

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.
6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

9. Other provisions if any:
Autres dispositions, s'il y a lieu :

10. The names and addresses of the incorporators are:

Noms et adresses des fondateurs :

First name, middle names and surname or corporate name
*Prénom, autres prénoms et nom de famille ou
dénomination sociale*

Full address for service or if a corporation, the address of the registered or head office giving street & No. or R.R. No., municipality, province, country and postal code
Domicile élu au complet ou, dans le cas d'une société, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., la municipalité, la province, le pays et le code postal

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Full name(s) and signature(s) of incorporator(s). In the case of a corporation set out the name of the corporation and the name and office of the person signing on behalf of the corporation
Nom(s) au complet et signature(s) du ou des fondateurs. Si le fondateur est une société, indiquer la dénomination sociale et le nom et le titre de la personne signant au nom de la société

Signature / signature

Name of incorporator (or corporation name & signatories name and office)
Nom du fondateur (ou dénomination sociale et nom et titre du signataire)

Signature / signature

Name of incorporator (or corporation name & signatories name and office)
Nom du fondateur (ou dénomination sociale et nom et titre du signataire)

Signature / signature

Name of incorporator (or corporation name & signatories name and office)
Nom du fondateur (ou dénomination sociale et nom et titre du signataire)

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Name of incorporator (or corporation name & signatories name and office)
Nom du fondateur (ou dénomination sociale et nom et titre du signataire)