

Request ID: 023152536
Demande n°:
Transaction ID: 071951700
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

Date Report Produced: 2019/05/30
Document produit le:
Time Report Produced: 15:50:16
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

WOVETEX MILLS LTD.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002699129

is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

MAY 30 MAI, 2019



Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°
23152536

Ontario Corporation Number
Numéro de la compagnie en Ontario
2699129

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

**ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS**

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
WOVETEX MILLS LTD.
2. The address of the registered office is: *Adresse du siège social:*
C/O VARUN
249 ELBERN MARKELL DR

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)
BRAMPTON ONTARIO
CANADA L6X 3C3
(Name of Municipality or Post Office) (Postal Code/Code postal)
(Nom de la municipalité ou du bureau de poste)
3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Minimum 1 Maximum 9
4. The first director(s) is/are: *Premier(s) administrateur(s):*
First name, initials and surname Resident Canadian State Yes or No
Prénom, initiales et nom de famille Résident Canadien Oui/Non

Address for service, giving Street & No. Domicile élu, y compris la rue et le
or R.R. No., Municipality and Postal Code *numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal*
- * VARUN YES
GOEL
249 ELBERN MARKELL DR

BRAMPTON ONTARIO
CANADA L6X 3C3

Request ID / Demande n°
23152536

Ontario Corporation Number
Numéro de la compagnie en Ontario
2699129

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 compagnie.

None

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 compagnie est autorisée à émettre:

The corporation is authorized to issue the following:

A Unlimited non-voting, cumulative Class "A" preference shares, first in priority as to dividends and repayment of capital, redeemable at stated capital with a dividend rate of 6% per annum;

B Unlimited non-voting, non-cumulative Class "B" preference shares, second in priority as to dividends and repayment of capital, redeemable and retractable at \$100 per share, with a dividend rate of 6% per annum;

C Unlimited non-voting, non-cumulative Class "C" preference shares, third in priority as to dividends and repayment of capital, redeemable at stated capital with a dividend rate to be determined by the Board of Directors;

D Unlimited voting Class "D" preference shares, with 100 votes per share, redeemable at stated capital with no dividend entitlement;

E Unlimited voting Class "A" common shares; and

F Unlimited non-voting Class "B" common shares

Request ID / Demande n°
23152536

Ontario Corporation Number
Numéro de la compagnie en Ontario
2699129

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 que peut être émise en série:*

The maximum number of shareholders can be fifty. However joint shareholders will be treated as one shareholder.

Request ID / Demande n°
23152536

Ontario Corporation Number
Numéro de la compagnie en Ontario
2699129

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

A) The corporation is hereby prohibited from making any invitation to the public to subscribe for any securities of the corporation.

B) Except in the case of a transfer of shares from a deceased shareholder to his personal representative, no transfer of shares shall be effective without the previous consent of directors of the corporation expressed by a resolution passed by the board of directors or by an instrument in writing signed by all the directors.

Request ID / Demande n°
23152536

Ontario Corporation Number
Numéro de la compagnie en Ontario
2699129

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

It shall be the condition of the articles:

(a) that the number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of 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, is limited to fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;

(b) that any invitation to the public to subscribe for securities of the Corporation is prohibited;

(c) that the directors, without authorization of the shareholders, may from time to time on behalf of the corporation:

(i) borrow money on the credit of the corporation;

(ii) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;

(iii) to the extent permitted by law, give a guarantee on behalf of the Corporation to secure performance of an obligation of the person.

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable or immovable property of the Corporation including book debts, rights, powers franchises and undertakings, to secure any such bonds, debentures, notes or other evidence of indebtedness or liability of the Corporation; and

(v) delegate to a director, a committee of the directors, or an officer, or one or more of them as may be designated by resolution of the directors, all of any of the powers conferred by the foregoing provisions to such extent and in such manner as the directors of the Corporation may determine at the time of such delegation.

Nothing in the above provision shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn accepted or endorsed by or on behalf of the Corporation.

The Corporation, directors and officers of the Corporation are authorized to operate without the Corporation seal.

Request ID / Demande n°
23152536

Ontario Corporation Number
Numéro de la compagnie en Ontario
2699129

10. The names and addresses of the incorporators are
Nom et adresse des fondateurs

First name, initials and last name
or corporate name

*Prénom, initiale et nom de
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business
giving street & No. or R.R. No., municipality and postal code
*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

* VARUN GOEL
249 ELBERN MARKELL DR

BRAMPTON ONTARIO
CANADA L6X 3C3