



**Certificate of Continuance**

**Canada Business  
Corporations Act**

**Certificat de prorogation**

**Loi sur les sociétés  
commerciales canadiennes**

ECONOMIC INVESTMENT TRUST LIMITED

Name of Corporation — Dénomination de la société

11220

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 société mentionnée ci-haut a été prorogée en vertu de l'article 181 de la Loi sur les sociétés commerciales canadiennes, tel qu'indiqué dans les clauses de prorogation ci-jointes.

Director — Directeur

June 20, 1980

Date of Continuance — Date de la prorogation.

FORM 11  
ARTICLES OF CONTINUANCE  
(SECTION 181)FORMULE 11  
CLAUSES DE PROROGATION  
(ARTICLE 181)1 - Name of Corporation  
Dénomination de la société

ECONOMIC INVESTMENT TRUST LIMITED

2 - The place in Canada where the registered office is to be situated  
Lieu au Canada où doit être situé le siège social

Municipality of Metropolitan Toronto, Ontario

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 "A" is incorporated into this form.

4 - Restrictions if any on share transfers  
Restrictions sur le transfert des actions s'il y a lieu.

n/a

5 - Number (or minimum and maximum number) of directors  
Min.-4; Nombre (ou nombre minimum et maximum) d'administrateurs

Max.-9. The actual number to be elected shall be determined from time to time by resolution of the board of directors

6 - Restrictions if any on businesses the corporation may carry on  
Limites imposées quant aux activités que la société peut exploiter, s'il y a lieu. -

n/a

7 - (1) If change of name effected, previous name  
(1) Si changement de dénomination, dénomination antérieure  
(2) Details of incorporation  
(2) Détails de la constitution

n/a

8 - Other provisions if any  
Autres dispositions s'il y a lieu

(1) The issued common shares of the Corporation are hereby converted to Common shares as provided for in subsections (1) and (2) of Section 3 hereof upon continuance of the Corporation.

(2) The issued 5% Cumulative Preferred Shares Series A shares are hereby converted to 5% Cumulative Preferred Shares Series A shares as provided for in subsections (1), (3) and (4) of Section 3 hereof upon continuance of the Corporation.

Date  
Signature  
Description of Office - Description du poste

June 13, 1980

President

FOR DEPARTMENTAL USE ONLY

À L'USAGE DU MINISTÈRE SEULEMENT

Corporation No. - No de la société

Filed - Déposée

11220

June 23, 1980

SCHEDULE "A"

to the Articles of Continuance of  
ECONOMIC INVESTMENT TRUST LIMITED

(1) The Corporation is authorized to issue an unlimited number of Common Shares and two hundred thousand (200,000) Preferred Shares.

(2) The rights and privileges of the Common Shares are subject only to the rights and privileges attaching to the Preferred Shares and include the rights

(a) to vote at any meeting of the shareholders of the Corporation;

(b) to receive any dividend declared on the Common Shares by the Corporation; and

(c) to receive the remaining property of the Corporation on dissolution.

(3) The rights, privileges, restrictions and conditions attaching to the Preferred Shares are as follows:

(a) The Preferred Shares may at any time and from time to time be issued in one (1) or more series, each series to consist of such number of shares as may before the issue thereof be determined by the directors.

(b) The directors of the Corporation may (subject as hereinafter provided) fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series

including, without limiting the generality of the foregoing, the rate of preferential dividends, the dates of payment thereof, the redemption price and terms and conditions of redemption, conversion rights (if any) and any sinking fund or other provisions, the whole subject to the issue of a certificate of amendment by the Director appointed under the Canada Business Corporations Act upon receipt of articles of amendment designating the series of Preferred Shares.

(c) When any cumulative dividends or amounts payable on return of capital are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such accumulated dividends and return of capital if any, in accordance with the sums that would be payable on the said Preferred Shares if all such dividends were declared and paid in full, and on any return of capital in accordance with the sums that would be payable on such return of capital if all sums so payable were paid in full.

(d) The Preferred Shares shall be entitled to preference over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the Preferred Shares with respect to the payment of dividends and may also be given such other preferences over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the Preferred Shares as may be determined as to the respective series authorized to be issued.

(e) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary. Except with the approval of holders of the Preferred Shares given as hereinafter specified, no series of Preferred Shares shall be authorized which shall have a dividend rate in excess of four dollars (\$4.00) per annum or be entitled to receive upon liquidation, dissolution or redemption a sum in excess of fifty-five dollars (\$55.00) plus a sum equivalent to all unpaid dividends accumulated thereon.

(f) Preferred Shares of any series may be made subject to redemption at such times and at such prices (subject to the foregoing provisions hereof) and upon such other terms and conditions as may be specified in the rights, privileges, restrictions and conditions attaching to the Preferred Shares of such series as set forth in the resolution of the board of directors of the Corporation and articles of amendment. Upon the redemption of any Preferred Shares the shares so redeemed shall be cancelled.

(g) The holders of the Preferred Shares shall not, as such, be entitled as of right to subscribe for or purchase or receive any part of any issue of shares or of bonds, debentures or other securities of the Corporation now or hereafter authorized.

(h) The holders of Preferred Shares shall not be entitled (except where the Canada Business Corporations Act provides that shares of a class or series are entitled to vote whether or not they otherwise carry the right to vote and except as hereinafter specifically provided) to receive notice of or attend any meeting of the shareholders of the Corporation and shall not be entitled to any vote at any such meeting unless and until the Corporation from time to time shall fail to pay in the aggregate six (6) quarterly (or 3 half yearly, as the case may be) dividends on the Preferred Shares of any one series on the dates on which the same should be paid according to the terms thereof and until six (6) quarterly (or 3 half yearly, as the case may be) dividends shall remain outstanding and be unpaid whether or not consecutive and whether or not such dividends have been declared and whether or not there are any moneys of the Corporation properly applicable to the payment of dividends; thereafter so long as any dividends on the Preferred Shares of any series remain in arrears the holders of the Preferred Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each Preferred Share held.

(4) The first series of the said class of Preferred Shares shall consist of one hundred thousand (100,000) shares which shall be designated '5% Cumulative Preferred Shares Series A' and which shall, in addition to the rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class, have

attached thereto the following rights, privileges, restrictions and conditions:

(a) The holders of the 5% Cumulative Preferred Shares Series A shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends fixed cumulative preferential cash dividends at the rate of two dollars and fifty cents (\$2.50) per annum payable quarterly on the last days of February, May, August and November in each year. Such dividends shall accrue from such date or dates as may in the case of each issue be determined by the board of directors of the Corporation or in case no date be so determined, then from the date of allotment. Cheques of the Corporation payable at par at any branch of the Corporation's bankers for the time being in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. If on any dividend payment date the dividend payable on such date is not paid in full on all the 5% Cumulative Preferred Shares Series A then issued and outstanding such dividend or the unpaid part thereof shall be paid on a subsequent date or dates determined by the board of directors on which the Corporation shall have sufficient moneys properly applicable to the payment of the same. The holders of the 5% Cumulative Preferred Shares Series A shall not be entitled to any dividends other than or in excess of the cash dividends hereinbefore provided for.

(b) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs the holders of the 5% Cumulative Preferred Shares Series A shall be entitled to receive fifty dollars (\$50.00) per share together with all unpaid preferential dividends (which for such purpose shall be calculated as if such dividends were accruing for the period from the expiration of the last quarterly period for which dividends have been paid up to the date of distribution) and if such liquidation, dissolution, winding-up or distribution be voluntary, an additional amount equal to the premium which would be payable as part of the redemption price of such shares if such shares were redeemed under the provisions of paragraph (d) hereof at the time of payment under the provisions of this paragraph (b), before any amount shall be paid or any property or assets of the Corporation distributed to the holders of Common Shares or shares of any other class ranking junior to the 5% Cumulative Preferred Shares Series A. After payment to the holders of the 5% Cumulative Preferred Shares Series A 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.

(c) Subject to the provisions of section 34 of the Canada Business Corporations Act and subject to the provisions of paragraph (f) hereof, the Corporation may at any time or times



purchase (if obtainable) for cancellation all or any part of the 5% Cumulative Preferred Shares Series A outstanding from time to time at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the price at which, at the date of purchase, such shares are redeemable as provided in paragraph (d) hereof (including unpaid preferential dividends as provided in the said paragraph (d)) plus costs of purchase. Such shares may be purchased in the market (including purchase through or from an investment dealer or a firm holding membership on a recognized stock exchange) or by invitation for tenders addressed to all the holders of record of the 5% Cumulative Preferred Shares Series A outstanding. If upon any invitation for tenders under the provisions of this paragraph the Corporation shall receive tenders of 5% Cumulative Preferred Shares Series A at the same lowest price which the Corporation may be willing to pay in an aggregate number greater than the number for which the Corporation is prepared to accept tenders the 5% Cumulative Preferred Shares Series A so tendered shall be purchased as nearly as may be pro rata (disregarding fractions) according to the number of 5% Cumulative Preferred Shares Series A so tendered by each of the holders of 5% Cumulative Preferred Shares Series A who submitted tenders at the said same lowest price. Upon the purchase of any 5% Cumulative Preferred Shares Series A under the provisions of this paragraph, the shares so purchased shall be deemed to be redeemed and shall be cancelled and shall not be reissued.

(d) Subject to the provisions of section 34 of the Canada Business Corporations Act and subject to the provisions of paragraph (f) hereof, the Corporation may upon giving notice as hereinafter provided redeem at any time the whole or from time to time any part of the then outstanding 5% Cumulative Preferred shares Series A on payment for each share to be redeemed of fifty dollars (\$50.00) per share plus a premium of two dollars and fifty cents (\$2.50) per share together with all unpaid preferential dividends (which for such purpose shall be calculated as if dividends on the 5% Cumulative Preferred Shares Series A so to be redeemed were accruing for the period from the expiration of the last quarterly period for which dividends have been paid up to the date of such redemption). In case a part only of the then outstanding Preferred Shares Series A is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors or the transfer agent appointed by the Corporation in respect of the 5% Cumulative Preferred Shares Series A shall decide, or, if the directors so determine, may be redeemed pro rata disregarding fractions.

(e) In any case of redemption of 5% Cumulative Preferred Shares Series A under paragraph (d) hereof, the Corporation shall at least thirty (30) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of 5% Cumulative Preferred Shares Series A to be redeemed a notice in writing of the intention of the Corporation to redeem such 5% Cumulative Preferred Shares Series A. Such notice shall

be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one (1) or more of such holders shall not affect the validity of such redemption as to the other holders. Such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom such notice is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the 5% Cumulative Preferred Shares Series A to be redeemed the redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the 5% Cumulative Preferred Shares Series A so called for redemption. Such payment shall be made by cheques payable at par at any branch of the Corporation's bankers for the time being in Canada. Such 5% Cumulative Preferred Shares Series A shall thereupon be and be deemed to be redeemed and shall be cancelled and shall not be reissued. If a part only of the 5% Cumulative Preferred Shares Series A represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the 5% Cumulative Preferred Shares Series A called

for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any 5% Cumulative Preferred Shares Series A as aforesaid to deposit the redemption price of the 5% Cumulative Preferred Shares Series A so called for redemption or of such of the said shares represented by certificates that have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption in a special account in any chartered bank or any trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such 5% Cumulative Preferred Shares Series A called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the 5% Cumulative Preferred Shares Series A in respect whereof such deposit shall have been made shall be deemed to be redeemed and shall be cancelled and shall not be reissued and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate parts of the total redemption price so deposited

against presentation and surrender of the said certificates held by them respectively.

(f) No dividends shall at any time be declared or paid on or set apart for payment on any Common Shares or any other shares of the Corporation ranking junior to the 5% Cumulative Preferred Shares Series A, nor shall the Corporation redeem or purchase any 5% Cumulative Preferred Shares Series A (less than the total amount then outstanding) or any shares of the Corporation ranking junior to the 5% Cumulative Preferred Shares Series A, unless all accrued dividends on the 5% Cumulative Preferred Shares Series A then issued and outstanding shall have been declared and paid or set apart for payment to and including the last quarterly dividend payable on the 5% Cumulative Preferred Shares Series A immediately prior to the date of such declaration or payment or setting apart or call for redemption or purchase.

(g) The Corporation shall not issue any Preferred Shares in excess of eighty thousand (80,000) 5% Cumulative Preferred Shares Series A without the prior approval of the holders of the 5% Cumulative Preferred Shares Series A given as hereinafter specified unless the net earnings (as herein defined) of the Corporation for any twelve (12) consecutive months out of the period of eighteen (18) months immediately preceding the date of issuance of any such Preferred Shares have been not less than twice the sum of:

(i) the total annual interest charges on the then outstanding funded obligations (as herein defined) of the Corporation and any then proposed to be made or issued, but not including interest on any funded obligations of the Corporation which are to be redeemed with the proceeds of the Preferred Shares then proposed to be issued, and

(ii) the annual dividend requirements on all the Preferred Shares to be outstanding one (1) week after such issue.

'Net earnings' of the Corporation means all the gross earnings and income of the Corporation from all sources, other than profits on sales of securities, less all administrative and operating charges and expenses of every character and all fixed charges of the Corporation other than interest on any funded obligations of the Corporation. Without limiting the generality of the foregoing, operating charges and expenses shall include directors' remuneration, insurance, rentals, licences and taxes (including taxes on income and profits).

'Funded obligations' means any money indebtedness, whether by way of bonds, debentures, debenture stock or otherwise, the principal amount of which by its terms is not payable on demand and the date of payment of which is more than eighteen (18) months from the date of the incurring of the same.

(h) Subject as hereinafter provided, so long as any of the 5% Cumulative Preferred Shares Series A are outstanding the Corporation shall during the one thousand nine hundred and sixty-three (1963) calendar year and during each and every calendar year thereafter purchase at such time or times during each such calendar year as the Corporation in its discretion shall determine an aggregate of two thousand five hundred (2,500) 5% Cumulative Preferred Shares Series A in the market in accordance with and subject to the provisions of paragraphs (c) and (f) hereof, provided that notwithstanding anything contained in this paragraph:

(i) the Corporation shall not be obligated to purchase 5% Cumulative Preferred Shares Series A in the market as aforesaid unless such shares can be purchased at a price (excluding costs of purchase) not exceeding fifty dollars (\$50.00);

(ii) the Corporation shall not in any event be obligated to purchase more than two thousand five hundred (2,500) 5% Cumulative Preferred Shares Series A in any calendar year;

(iii) the Corporation shall not be in default of the obligation to purchase 5% Cumulative Preferred Shares Series A provided for by this paragraph in the event that the Corporation in the reasonable exercise of its discretion aforesaid fails to purchase during any of

the said calendar years an aggregate of two thousand five hundred (2,500) 5% Cumulative Preferred Shares Series A in the market as aforesaid;

(iv) any 5% Cumulative Preferred Shares Series A purchased in accordance with the provisions of paragraph (c) hereof (and not pursuant to the obligation to purchase 5% Cumulative Preferred Shares Series A in accordance with the provisions of this paragraph) or redeemed in accordance with the provisions of paragraph (d) hereof shall, notwithstanding their cancellation, constitute a credit of a number of shares equal to the number of shares so purchased or redeemed, as the case may be, which may at the election of the Corporation at any time or from time to time be used (to the extent not theretofore used) during the calendar year in which such shares are so purchased or redeemed or during the next succeeding two (2) calendar years to reduce the obligation of the Corporation to purchase 5% Cumulative Preferred Shares Series A in accordance with the provisions of this paragraph.





Industry Canada

Industrie Canada

**Certificate  
of Amendment**

**Canada Business  
Corporations Act**

**Certificat  
de modification**

**Loi canadienne sur  
les sociétés par actions**

**ECONOMIC INVESTMENT TRUST LIMITED**

**011220-8**

**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;
- 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 179 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;

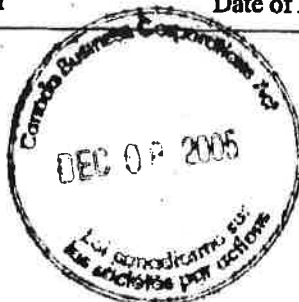
- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ 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) 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;

Director - Directeur

May 15, 2001 / le 15 mai 2001

Date of Amendment - Date de modification

**Canada**





Industry Canada

Industrie Canada

Canada Business  
Corporations ActLoi canadienne sur  
les sociétés par actionsFORM 4  
ARTICLES OF AMENDMENT  
(SECTION 27 OR 177)FORMULE 4  
CLAUSES MODIFICATRICES  
(ARTICLES 27 OU 177)

1 - Name of corporation - Dénomination de la société

ECONOMIC INVESTMENT TRUST LIMITED

2 - Corporation No. - N° de la société

0112208

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 :

Each of the issued and outstanding Common Shares of the Corporation is subdivided into two Common Shares, effective as of the close of business on May 30, 2001.

Date

May 14, 2001

Signature

Title - Titre

SECRETARY

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT  
Filed - Déposé

MAY 15 2001

Canada

DSG 01/2000

P.02 416 865 7380

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