

Request ID / Demande n°
17705623

Ontario Corporation Number
Numéro de la compagnie en Ontario
2469846

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:*
POLARIS INFRASTRUCTURE INC.
2. The address of the registered office is: *Adresse du siège social:*
2 BLOOR ST. W. Suite 2700
(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 bureaux, numéro du bureau)
TORONTO ONTARIO
CANADA M4W 3E2
(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 7
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
- * MARC JOSEPH YES
MURNAGHAN
42 ARJAY CRES.
TORONTO ONTARIO
CANADA M2L 1C7

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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 an unlimited number of common shares.

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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:*

N/A

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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:

No share of the Corporation shall be transferred without:

either the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors or by instrument or instruments in writing signed by all of the directors;

or the express consent of the shareholders of the Corporation expressed by a resolution passed at a meeting of the holders of such shares carrying more than 50% of votes for the election of the directors or by an instrument or instruments in writing signed by all of the shareholders of the Corporation.

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

(1) 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 not more than fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.

(2) That any invitation to the public to subscribe for securities of the Corporation is prohibited.

(3) The corporation's securities, other than nonconvertible debt securities, shall not be transferred without either

- a. the sanction of a majority of the directors of the corporation, or
- b. the sanction of the majority of the shareholders of the corporation, or alternatively
- c. if applicable, the restriction contained in security holders' agreements.

If authorized by by-law which is duly made by the directors and confirmed by ordinary resolution of the shareholders, the directors of the corporation may from time to time:

- a. borrow money upon the credit of the corporation;
- b. issue, reissue, sell or pledge debt obligations of the corporation; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the bylaw.

Nothing herein limits or restricts 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.

(4) The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual general meeting of shareholders.

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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 ou 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*

* MARC JOSEPH MURNAGHAN

42 ARJAY CRES.

TORONTO ONTARIO
CANADA M2L 1C7

Request ID: 017705623
Demande n°:
Transaction ID: 057836954
Transaction n°:
Category ID: CT
Catégorie:

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

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Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

POLARIS INFRASTRUCTURE INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002469846

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

JUNE 08 JUIN, 2015



Director/Directeur
Business Corporations Act/Loi sur les sociétés par actions

