



101173642
Entity Number

Certificate of Incorporation

THE BUSINESS CORPORATIONS ACT

I certify that

FAROOQ ENTERPRISES LTD.

is this day incorporated under *THE BUSINESS CORPORATIONS ACT* in accordance with the attached Articles.

Given under my hand and seal

this 18th day of November, 2010



Director of Corporations

FORM 1

Articles of Incorporation
The Business Corporations Act

1. **Name of Corporation** (print or type the name of your corporation):

FAROOQ ENTERPRISES LTD.

2. **The classes and any maximum number of shares that the corporation is authorized to issue.** (If there is to be more than one class of shares indicate all rights attached to each class OR attach a separate sheet indicating the rights attached to each class):

The attached Schedule "T" is incorporated in this form.

3. **Restrictions, if any, on share transfers:**

No issued shares of the Corporation shall be transferred unless and until the approval of the Board of Directors of the Corporation is first sought and obtained.

4. **Authorized number of directors (minimum and maximum or fixed):**

Minimum of One (1); maximum of eight (8)

5. **Restrictions, if any on businesses the corporation may carry on or on powers the corporation may exercise:**

None

6. **Other provisions, if any:**

- a) The maximum number of shareholders shall be fifty (50);
b) The securities of the Corporation shall not be offered to the public.

Incorporator (must be completed in full):

Name: Wilson H. Olive, Q.C.

Address: 1000 - 2002 Victoria Avenue, Regina, SK S4P 0R7

Date: November 18, 2010 Signature: [Signature]



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**SCHEDULE I TO THE ARTICLES OF INCORPORATION
OF FAROOQ ENTERPRISES LTD. (the "Corporation")**

The classes and any maximum number of shares that the Corporation is authorized to issue:

1. **An unlimited number of Class CV Shares, the holders of which are entitled:**
 - (a) **Voting Privileges:** To vote at all meetings of shareholders, except meetings at which only holders of another specified class of shares are entitled to vote, and shall be entitled to one vote in respect of each Class CV share held by them respectively; and
 - (b) **Liquidation & Dissolution:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs, but subject to the rights, if any, of the holders of the Class RO-1 shares, the Class DDH shares and the Class DDP shares, the holders of the Class CV shares and the holders of the Class CN shares shall be entitled to share equally, share for share, in all further distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs; and
 - (c) **Dividend Entitlement:** Subject to the rights, if any, of the holders of the Class RO-1 shares, Class DDH shares and the Class DDP shares, to any lawful dividend per Class CV share at the time the same is declared by the Board of Directors of the Corporation in its sole and absolute discretion.
2. **An unlimited number of Class CN shares, the holders of which are entitled:**
 - (a) **Voting Privileges:** The holders of the Class CN shares shall not be entitled to receive notice of nor to attend meetings of shareholders, except as specifically provided in *The Business Corporations Act* of Saskatchewan, nor shall any voting rights attach to any Class CN shares so issued (except at meetings of the holders of the Class CN shares meeting separately as a class);
 - (b) **Liquidation & Dissolution:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs, but subject to the rights, if any, of the holders of the Class RO-1 shares, Class DDH shares and the Class DDP shares, the holders of the Class CN shares and the holders of the Class CV" shares shall be entitled to share equally, share for share, in all further distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs; and
 - (c) **Dividend Entitlement:** Subject to the rights, if any, of the holders of the Class RO-1 shares, Class DDH shares and the Class DDP shares, to any lawful dividend per Class CN share at the time the same is declared by the Board of Directors of the Corporation in its sole and absolute discretion.

3. **An unlimited number of Class RO-1 shares, the holders of which are entitled:**

- (a) **Definitions:** For the purposes of this paragraph 3 the following terms shall have the following meanings:
- (i) **"Fair Market Value"** means the value of the consideration received in exchange for the issuance of Class RO-1 Shares (as whole or partial consideration therefor) as at the effective date on which the Corporation issued such Class RO-1 Shares;
 - (ii) **"Prescribed Rate of Interest"** means that rate of interest as prescribed from time to time by Canada Customs and Revenue Agency as applied to shareholder loans;
 - (iii) **"Redemption Price"** means that amount for each Class RO-1 Share calculated by dividing the excess of the Fair Market Value of any consideration received in exchange for the issuance of the Class RO-1 shares over the "adjusted cost base" of this consideration as determined by the Accountants of the Company by the number of Class RO-1 Shares so issued;
 - (iv) **"Redemption Value"** means the Redemption Price for each Class RO-1 Share, plus any dividends thereon which have been declared but not paid, plus any dividends accruing due thereon pursuant to the provisions of the Articles of the Corporation to the extent the same have not been declared;
- (b) **Voting Privileges:** The holders of the Class RO-1 shares shall not be entitled to receive notice of nor to attend meetings of shareholders, except as specifically provided in *The Business Corporations Act* of Saskatchewan, nor shall any voting rights attach to any Class RO-1 shares so issued (except at meetings of the holders of the Class RO-1 shares meeting separately as a class);
- (c) **Redemption and/or Retraction:**
- (i) Subject to the provisions of *The Business Corporations Act* of Saskatchewan, to have such Class RO-1 shares redeemed, at the option of the Corporation, at the Redemption Value per Class RO-1 share with respect to each Class RO-1 share being so redeemed. Upon the Corporation exercising its option to redeem, the Board of Directors of the Corporation may determine first that all or some portion of the issued and outstanding Class RO-1 shares shall be redeemed, and, if the redemption is to be of only a portion of the issued and outstanding Class RO-1 shares of the Corporation, those Class RO-1 shares which are to be redeemed;

- (ii) Subject to the provisions of *The Business Corporations Act* of Saskatchewan, a holder of Class RO-1 shares of the Corporation may, at its option, by notice in writing to the Corporation, request the Corporation to redeem the whole or any portion of the Class RO-1 shares registered in the name of such holder at and for the Redemption Value per Class RO-1 share with respect to each Class RO-1 share being so redeemed;
 - (d) **Dividend Entitlement:** To receive in each fiscal year only those non-cumulative, preferred dividends per share, if any, which the Board of Directors of the Corporation, in its sole and absolute discretion, may determine to pay thereon, at a rate per share not to exceed 80% of the Prescribed Rate of Interest in effect at the time the Board of Directors of the Corporation in its sole and absolute discretion so determine to pay a dividend on the Class RO-1 Shares, pro rated with respect to fractional shares; and
 - (e) **Liquidation & Dissolution:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class RO-1 shares shall be entitled to receive, in preference and priority to the holders of any other class of shares of the Corporation, to a return of capital in an amount established by reference to the aggregate of the Redemption Value in respect of the Class RO-1 shares, and thereafter the holders of Class RO-1 shares shall not participate in any further distribution of the property or assets of the Corporation among its shareholders for the purpose of winding up its affairs.
4. **An unlimited number of Class DDH shares, the holders of which are entitled:**
- (a) **Definitions:** For the purposes of this paragraph 4 the following terms shall have the following meanings:
 - (i) **"Redemption Price"** with respect to each Class DDH share means the issue price or deemed issue price per Class DDH share;
 - (ii) **"Redemption Value"** with respect to each Class DDH share means the Redemption Price, plus any dividends thereon which have been declared but not paid;
 - (b) **Voting Privileges:** The holders of the Class DDH shares shall not be entitled to receive notice of nor to attend meetings of shareholders, except as specifically provided in *The Business Corporations Act* of Saskatchewan, nor shall any voting rights attach to any Class DDH shares so issued (except at meetings of the holders of the Class DDH shares meeting separately as a class);

(c) **Redemption and/or Retraction:**

- (i) **Redemption:** Subject to the provisions of *The Business Corporations Act* of Saskatchewan, to have such Class DDH shares redeemed, at the option of the Corporation, at the Redemption Value per Class DDH share with respect to each Class DDH share being so redeemed. Upon the Corporation exercising its option to redeem, the Board of Directors of the Corporation may determine first that all or some portion of the issued and outstanding Class DDH shares shall be redeemed, and, if the redemption is to be of only a portion of the issued and outstanding Class DDH shares of the Corporation, those Class DDH shares which are to be redeemed;
- (ii) **Retraction:** Subject to the provisions of *The Business Corporations Act* of Saskatchewan, a holder of Class DDH shares of the Corporation may, at its option, by notice in writing to the Corporation, request the Corporation to redeem the whole or any portion of the Class DDH shares registered in the name of such holder at and for the Redemption Value per Class DDH share with respect to each Class DDH share being so redeemed;
- (d) **Dividend Entitlement:** Subject to the rights, if any, of the holders of the Class RO-1 shares, to receive in each fiscal year only those non-cumulative, preferred dividends per share, if any, which the Board of Directors of the Corporation in its sole and absolute discretion may determine to pay thereon, pro rated with respect to fractional shares.
- (e) **Liquidation & Dissolution:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs, but subject to the rights, if any, of the holders of the Class RO-1 shares, the holders of the Class DDH shares shall be entitled to receive, in preference and priority to the holders of any other class of shares of the Corporation, to a return of capital in an amount established by reference to the aggregate of the Redemption Value in respect of the Class DDH shares, and thereafter the holders of Class DDH shares shall not participate in any further distribution of the property or assets of the Corporation among its shareholders for the purpose of winding up its affairs.

5. **An unlimited number of Class DDP shares, the holders of which are entitled:**

- (a) **Definitions:** For the purposes of this paragraph 4 the following terms shall have the following meanings:
 - (i) **"Redemption Price"** with respect to each Class DDP share means the issue price or deemed issue price per Class DDP share;

- (ii) **"Redemption Value"** with respect to each Class DDP share means the Redemption Price, plus any dividends thereon which have been declared but not paid;
- (b) **Voting Privileges:** The holders of the Class DDP shares shall not be entitled to receive notice of nor to attend meetings of shareholders, except as specifically provided in *The Business Corporations Act* of Saskatchewan, nor shall any voting rights attach to any Class DDP shares so issued (except at meetings of the holders of the Class DDP shares meeting separately as a class);
- (c) **Redemption and/or Retraction:**
 - (i) **Redemption:** Subject to the provisions of *The Business Corporations Act* of Saskatchewan, to have such Class DDP shares redeemed, at the option of the Corporation, at the Redemption Value per Class DDP share with respect to each Class DDP share being so redeemed. Upon the Corporation exercising its option to redeem, the Board of Directors of the Corporation may determine first that all or some portion of the issued and outstanding Class DDP shares shall be redeemed, and, if the redemption is to be of only a portion of the issued and outstanding Class DDP shares of the Corporation, those Class DDP shares which are to be redeemed;
 - (ii) **Retraction:** Subject to the provisions of *The Business Corporations Act* of Saskatchewan, a holder of Class DDP shares of the Corporation may, at its option, by notice in writing to the Corporation, request the Corporation to redeem the whole or any portion of the Class DDP shares registered in the name of such holder at and for the Redemption Value per Class DDP share with respect to each Class DDP share being so redeemed;
- (d) **Dividend Entitlement:** Subject to the rights, if any, of the holders of the Class RO-1 shares, to receive in each fiscal year only those non-cumulative, preferred dividends per share, if any, which the Board of Directors of the Corporation in its sole and absolute discretion may determine to pay thereon, pro rated with respect to fractional shares.
- (e) **Liquidation & Dissolution:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs, but subject to the rights, if any, of the holders of the Class RO-1 shares and the Class DDH shares, the holders of the Class DDP shares shall be entitled to receive, in preference and priority to the holders of any other class of shares of the Corporation, to a return of capital in an amount established by reference to the aggregate of the Redemption Value in respect of the Class DDP shares, and thereafter the holders of Class DDP shares shall not participate in any further distribution of the property or assets of the

Corporation among its shareholders for the purpose of winding up its affairs.

6. **Definitions:** For the purposes of this paragraph 6, the following term shall have the following meaning:

"Common Shares" means the issued and outstanding Class CV and Class CN shares of the Corporation and shall include any other class of shares created and authorized for issuance by the Corporation in accordance with *The Business Corporations Act* of Saskatchewan from time to time from and after the incorporation of the Company, which is entitled to share pro rata with the Class CV and Class CN shares of the Corporation in their receipt of the remaining property of the Corporation upon dissolution or liquidation of the Corporation.

- (a) For greater certainty, and subject to the rights, if any, of the holders of the Class RO-I shares, the Class DDH shares and the Class DDP shares of the Corporation, the Board of Directors of the Corporation may, at its sole and absolute discretion, declare and/or determine to pay a dividend on any one or more class of Common Shares of the Corporation to the exclusion of any one or more class of Common Shares of the Corporation.

Saskatchewan

**Information
Services
Corporation**
OF SASKATCHEWAN

Corporate Registry**Profile Report**

Entity No: 101173642
Entity Name: FAROOQ ENTERPRISES LTD.

As of: 28-May-2012

Entity Name: FAROOQ ENTERPRISES LTD.
Entity Number: 101173642
Status as of Profile date: Active

Entity Type: BUSINESS CORPORATION
Entity Sub Type: SASKATCHEWAN CORPORATION

Incorporation Date: 18-Nov-2010
Home Jurisdiction: SASKATCHEWAN
Annual Return/Renewal Date: 31-Dec-2012

Nature of Business: HOLDING CORPORATION

Registered Office:
Name: FAROOQ ENTERPRISES LTD.
Address: 1000 - 2002 VICTORIA AVE.
City/Province: REGINA, SK
Country/Postal Code: CANADA, S4P0R7
Attention: WILSON H. OLIVE, Q.C.

Mailing Address:
Name: FAROOQ ENTERPRISES LTD.
Address: 8510 WASCANA GARDENS ROAD
City/Province: REGINA, SK
Country/Postal Code: CANADA, S4V1G1

Allowable Number of Directors: Min: 1 Max: 8

Director/Officer /Shareholder Information:

Dir Became:	18-Nov-2010	Director:	YES
Name:	FAROOQ, AHMED	Officer Position:	PRESIDENT AND CORPORATE
Address:	8510 WASCANA		

City/Province:

Country/Postal Code:

Resident Canadian:

GARDENS ROAD
REGINA, SK
CANADA, S4V1G1
YES

Shareholder:

SECRETARY
YES

Class Name:

Shares Held:

DDP
1000.00

Director/Officer /Shareholder Information:

Name:

Address:

City/Province:

Country/Postal Code:

FAROOQ, AHMED,
AS TRUSTEE FOR
FAROOQ FAMILY
TRUST
8510 WASCANA
GARDENS ROAD
REGINA, SK
CANADA, S4V1G1

Director:

Shareholder:

Class Name:

Shares Held:

NO
YES
CV COM
1000.00

Share Structure:

Class	Voting Rights	Authorized Number	Issued Number
CN COM	NO	UNLIMITED	00.00
CV COM	YES	UNLIMITED	1000.00
DDH	NO	UNLIMITED	00.00
DDP	NO	UNLIMITED	1000.00
RO 1	NO	UNLIMITED	00.00
Total Number of Shares issued:			2000.00

General Information:

Licensed with Consumer Protection Branch: NO

Event History:

Event	Date
INCORPORATION	18-Nov-2010
CHANGE OF MAILING ADDRESS (Filed on the Web)	22-Nov-2011
ANNUAL RETURN (Filed on the Web)	29-Dec-2011