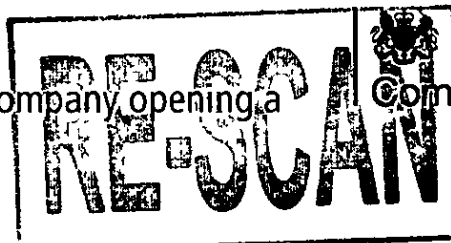


OS IN01

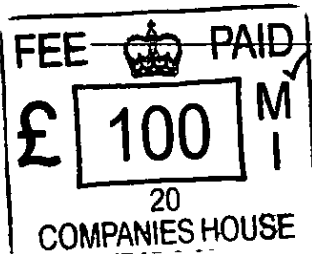
Registration of an overseas company opening a
UK establishment

Companies House



FC033001

A fee is payable with this form
Please see 'How to pay' on the last page



What this form is for
You may use this form to register a
UK establishment

☒ What this form is NOT for
You cannot use this form to change
the details of an existing company,
officer or establishment

MONDAY



L4MQGY1C
LD1 21/12/2015 #139
COMPANIES HOUSE

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name^① J S OSLER PROFESSIONAL CORPORATION

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**
Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

^① This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ^② 101915 MT CORPORATION

^② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions^③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

^③ **Overseas company name
restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.gov.uk/companieshouse

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ^①

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

^① The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ^②

☐ Yes

☒ No

^② Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ^③

PRIVATE LIMITED COMPANY

Country of
incorporation *

CANADA

Identity of register
in which it is
registered ^④

REGISTRAR OF CORPORATIONS, ALBERTA

Registration number in
that register

2 0 9 6 8 3 8 2 0

^③ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

^④ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ^⑤

BUSINESS CORPORATIONS ACT, ALBERTA

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

^⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state

OS IN01**Registration of an overseas company opening a UK establishment**

Please give the period for which the company is required to prepare accounts by parent law

From	d	d	m	m
To	d	d	m	m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months		
--------	--	--

B6**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ①

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☒ Please tick this box if no accounts have been disclosed

① Please tick the appropriate box(es)

OS IN01

Registration of an overseas company opening a UK establishment

Part 3

Constitution

C1	Constitution of company The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation Please tick the appropriate box(es) below <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ^① <input type="checkbox"/> I enclose a certified translation, if applicable ^②	^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator ^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator
C2	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Go to Section C3 → No Go to Part 4 'Officers of the company'	
C3	Constitutional documents Are all of the following details in the copy of the constitutional documents of the company? - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital → Yes Go to Part 4 'Officers of the company' → No If any of the above details are not included in the constitutional documents, please enter them in Section C4 The information is not required if it is contained within the constitutional documents accompanying this registration	
C4	Information not included in the constitutional documents Please give the address of principal place of business or registered office in the country of incorporation ^① Building name/number 4000 Street 421-7TH AVENUE S W Post town CALGARY County/Region ALBERTA Postcode T 2 P 4 K 9 Country CANADA Please give the objects of the company and the amount of issued share capital Objects of the company ^② PROVISION OF LEGAL SERVICES Amount of issued share capital ^③ ONE COMMON SHARE WITHOUT PAR VALUE	^① This address will appear on the public record ^② Please give a brief description of the company's business ^③ Please specify the amount of shares issued and the value

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary**D1 Secretary details^①**

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s) KERRY MAY

Surname SMYTH OSLER

Former name(s)^② KERRY MAY SMYTH

① Corporate details

Please use **Sections E1-E5** to enter corporate secretary details

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

D2 Secretary's service address^③

Building name/number 4000

Street 421-7TH AVENUE S W

Post town CALGARY

County/Region ALBERTA

Postcode T 2 P 4 K 9

Country CANADA

③ Service address

This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

☐ Limited^④

☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☐ Alone

☒ Jointly^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

JOHN STEWART OSLER

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details¹	
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	
Name of corporate body or firm		1 Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	2 EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ³		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	4 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box		❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1	Director details ^①	
	Use this section to list all the directors of the company Please complete Sections F1-F5 For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary	
Full forename(s)	JOHN STEWART	
Surname	OSLER	
Former name(s) ^②		
Country/State of residence ^③	CANADA	
Nationality	CANADIAN	
Month/year of birth ^④	X X ^{m0} ^{m1} ^{y1} ^{y9} ^{y6} ^{y3}	
Business occupation (if any) ^⑤	LAWYER	
		① Corporate details Please use Sections G1-G5 to enter corporate director details
		② Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years
		③ Country/State of residence This is in respect of your usual residential address as stated in Section F5
		④ Month and year of birth Please provide month and year only Provide full date of birth in section F4
		⑤ Business occupation If you have a business occupation, please enter here If you do not, please leave blank

F2	Director's service address ^⑥	
Building name/number	4000	
Street	421-7TH AVENUE S W	
Post town	CALGARY	
County/Region	ALBERTA	
Postcode	T 2 P 4 K 9	
Country	CANADA	
		⑥ Service address This is the address that will appear on the public record This does not have to be your usual residential address If you provide your residential address here it will appear on the public record

F3	Director's authority	
	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ^⑦ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly		
		⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below
		⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ①	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
G4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ No Go to Section H3

→ Yes Please enter the UK establishment number below and then go to Section H2

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to Section H3

→ Yes Please enter the UK establishment number below and then go to Section H3

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ^①

☒ In respect of this establishment. Please go to Section H4

☐ In respect of another UK establishment. Please give the registration number below, then go to Section H4

^① Please tick the appropriate box

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H4 Particulars of UK establishment ^①

You must enter the name and address of the UK establishment

Name of establishment 101915 MT CORPORATION

Building name/number C/O MCCARTHY TÉTRAULT

Street 125 OLD BROAD STREET, 26TH FLOOR

Post town LONDON

County/Region

Postcode E C 2 N [] [] 1 A R

Country UNITED KINGDOM

Please give the date the establishment was opened and the business of the establishment

Date establishment opened ^d0 ^d8 ^m0 ^m1 ^y2 ^y0 ^y0 ^y2

Business carried on at the UK establishment ADVISORY SERVICES

^① Address

This is the address that will appear on the public record

OS IN01

Registration of an overseas company opening a UK establishment

Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

MCCARTHY TÉTRAULT

Surname

J2**Permanent representative's service address ^①**

Building name/number

125 OLD BROAD STREET, 26TH FLOOR

Street

Post town

LONDON

County/Region

Postcode

E C 2 N 1 A R

Country

UNITED KINGDOM

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

- ☐ Limited ^②
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
☐ Jointly ^③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8 'Signature'**

☒ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address


This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

	This must be completed by all companies	
	I am signing this form on behalf of the company	
Signature	<div>Signature</div> <div>X  X</div> <div>Robert Brant (Partner), for and on behalf of McCarthy Tétrault</div> <div>This form may be signed by Director, Secretary, Permanent representative</div>	

OS IN01

Registration of an overseas company opening a UK establishment

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name DB/IH REF

Company name MCCARTHY TÉTRAULT

Address 125 OLD BROAD STREET

26TH FLOOR

Post town LONDON

County/Region

Postcode E C 2 N 1 A R

Country UNITED KINGDOM

DX

Telephone 020 7786 5700

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section 83 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.

How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

CERTIFICATE

I, the undersigned, the sole Director and President and Secretary of **J.S Osler Professional Corporation** (the "**Corporation**"), hereby declare that the attached is a true copy of the following Certificates, Articles and the By-laws of the Corporation

- √ Certificate and Articles of Incorporation dated January 8, 2002,
- √ By-law No 1 being a by-law relating generally to the transaction of the business and affairs of the Corporation dated January 8, 2002, and

that, as of the date hereof, such documents have not been amended and remain in full force and effect

DATED as of December 14, 2015



John S Osler

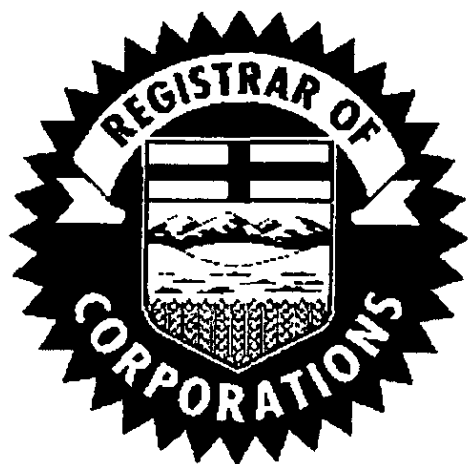
CORPORATE ACCESS NUMBER: 209683820



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**J.S. OSLER PROFESSIONAL CORPORATION
WAS INCORPORATED IN ALBERTA ON 2002/01/08**



**Articles of Incorporation
For
J.S. OSLER PROFESSIONAL CORPORATION**

Share Structure: SEE SCHEDULE RE AUTHORIZED SHARES
Share Transfers Restrictions: SEE SCHEDULE RE SHARE TRANSFER RESTRICTIONS
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 7
Business Restricted To: SEE SCHEDULE RE RESTRICTIONS ON BUSINESS
Business Restricted From: N/A
Other Provisions: SEE SCHEDULE RE OTHER PROVISIONS

**Registration Authorized By: JEAN E LANDRY (MCCARTHY TETRAULT LLP)
AGENT OF CORPORATION**

SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value and an unlimited number of First Preferred Shares without nominal or par value.

The rights, privileges, restrictions and conditions attaching to the Common Shares and First Preferred Shares are as set out herein.

1 The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) Payment of Dividends The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up 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 Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.

(c) Voting Rights The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote in respect of each Common Share held at all such meetings.

2 The rights, privileges, restrictions and conditions attaching to the First Preferred Shares are as follows:

(a) Series The First Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of clauses 2(b) and (c), the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of First Preferred Shares.

(b) Idem The First Preferred Shares shall be entitled to priority over the Common Shares and all other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any 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.

(c) Idem The First Preferred Shares of each series shall rank on a parity with the First Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any 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.

- 2 -

McCarthy Tétrault CAL_DOCS #905561 / v 1

McCarthy Tétrault CAL_DOCS #905561 / v 1

SCHEDULE RE SHARE TRANSFER RESTRICTIONS

No share in the capital of the Corporation shall be transferred without the express consent of the directors of the Corporation expressed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors

McCarthy Tétrault CAL_DOCS #905565 / v 1

McCarthy Tétrault CAL_DOCS #905565 / v 1

SCHEDULE RE NUMBER OF DIRECTORS

(a) The board of directors shall consist of such number of directors, being a minimum of one (1) director and a maximum of seven (7) directors, as may from time to time be determined by resolution of the board of directors

(b) Subject to the foregoing, the directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting

McCarthy Tétrault LLP CAL_DOCS #958923 v 1

SCHEDULE RE RESTRICTIONS, IF ANY, ON THE
BUSINESS THE CORPORATION MAY CARRY ON

None, but for greater certainty and without restricting the business which the Corporation

may carry on, the Corporation shall have the following objects

(a) to engage in every phase and aspect of rendering the same services to the public

that a lawyer, being a member of the Law Society of Alberta is authorized to render,

(b) to purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, deal in and with, real and personal property necessary for the rendering of the services of a lawyer,

(c) to contract debts and borrow money, issue and sell or pledge bonds, debentures,

notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required, and

(d) to enter into partnership, consolidate or merge with or purchase the assets of

another corporation or individual rendering the same professional services

CAL_DOCS #975277 v 1

SCHEDULE RE OTHER PROVISIONS

(a) 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 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as one shareholder

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited

(c) The liability of the shareholders is limited as provided by the Business Corporations Act, R S A. 1981, c.B-15, except in circumstances described in subsection 129 of the Legal Profession Act, which reads as follows

129(1) Notwithstanding anything to the contrary in the Business Corporations Act, R S A 1981, c B-15, every person who is a voting shareholder of a corporation during the time that it is the holder of a permit or of a corporation during the time that it acts in contravention of section 103(1) is liable to the same extent and in the same manner as if the voting shareholders of the corporation were during that time carrying on the business of the corporation as a partnership or, if there is only one voting shareholder, as an individual practising as a barrister and solicitor

CAL_DOCS #975280 v 1

CAL_DOCS #975280 v 1

Incorporate Alberta Corporation - Registration Statement

Service Request Number: 3567155
Alberta Corporation Type: Legal Professional Corporation
Legal Entity Name: J S OSLER PROFESSIONAL CORPORATION
French Equivalent Name:
Nuans Number: 72655288
Nuans Date: 2002/01/03
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 3300, 421 7TH AVENUE S W
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K9

RECORDS ADDRESS

Street: 3300, 421 7TH AVENUE S W
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K9

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE RE AUTHORIZED SHARES
Share Transfers Restrictions: SEE SCHEDULE RE SHARE TRANSFER RESTRICTIONS
Number Of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: SEE SCHEDULE RE RESTRICTIONS ON BUSINESS
Business Restricted From: N/A
Other Provisions: SEE SCHEDULE RE OTHER PROVISIONS

Professional Endorsement Provided: Y

Future Dating Required:

Registration Date: 2002/01/08

Director

Last Name: OSLER

First Name: JOHN

Middle Name: S

Street / Box Number: 2939 13TH AVENUE N W

City: CALGARY

Province: ALBERTA

Postal Code: T2N 1M1

Country:

Appointment Date: 2002/01/08

Resident Canadian: Y

Status: Active

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2002/01/08
Restrictions on Share Transfers	ELECTRONIC	2002/01/08
Director Schedule	ELECTRONIC	2002/01/08
Restrictions on Business	ELECTRONIC	2002/01/08
Other Rules or Provisions	ELECTRONIC	2002/01/08

Registration Authorized By: JEAN E LANDRY (MCCARTHY TETRAULT LLP)
AGENT OF CORPORATION

SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value and an unlimited number of First Preferred Shares without nominal or par value. The rights, privileges, restrictions and conditions attaching to the Common Shares and First Preferred Shares are as set out herein.

1 The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) Payment of Dividends. The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up. 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 Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.

(c) Voting Rights. The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote in respect of each Common Share held at all such meetings.

2 The rights, privileges, restrictions and conditions attaching to the First Preferred Shares are as follows:

(a) Series. The First Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of clauses 2(b) and (c), the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of First Preferred Shares.

(b) Idem. The First Preferred Shares shall be entitled to priority over the Common Shares and all other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any 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.

(c) Idem. The First Preferred Shares of each series shall rank on a parity with the First Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any 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.

- 2 -

● McCarthy Tétrault CAL_DOCS #905561 / v 1

McCarthy Tétrault CAL_DOCS #905561 / v 1

SCHEDULE RE SHARE TRANSFER RESTRICTIONS

No share in the capital of the Corporation shall be transferred without the express consent of the directors of the Corporation expressed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors

McCarthy Tétrault CAL_DOCS #905565 / v 1

McCarthy Tétrault CAL_DOCS #905565 / v 1

SCHEDULE RE NUMBER OF DIRECTORS

(a) The board of directors shall consist of such number of directors, being a minimum of one (1) director and a maximum of seven (7) directors, as may from time to time be determined by resolution of the board of directors

(b) Subject to the foregoing, the directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting.

McCarthy Tétrault LLP CAL_DOCS #958923 v 1

SCHEDULE RE RESTRICTIONS, IF ANY, ON THE
BUSINESS THE CORPORATION MAY CARRY ON

None, but for greater certainty and without restricting the business which the Corporation

may carry on, the Corporation shall have the following objects

(a) to engage in every phase and aspect of rendering the same services to the public

that a lawyer, being a member of the Law Society of Alberta is authorized to render,

(b) to purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, deal in and with, real and personal property necessary for the rendering of the services of a lawyer,

(c) to contract debts and borrow money, issue and sell or pledge bonds, debentures,

notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required, and

(d) to enter into partnership, consolidate or merge with or purchase the assets of

another corporation or individual rendering the same professional services

CAL_DOCS #975277 v 1

SCHEDULE RE OTHER PROVISIONS

(a) 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 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as one shareholder

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited

(c) The liability of the shareholders is limited as provided by the Business Corporations Act, R S A 1981, c B-15, except in circumstances described in subsection 129 of the Legal Profession Act, which reads as follows

129(1) Notwithstanding anything to the contrary in the Business Corporations Act, R S A 1981, c B-15, every person who is a voting shareholder of a corporation during the time that it is the holder of a permit or of a corporation during the time that it acts in contravention of section 103(1) is liable to the same extent and in the same manner as if the voting shareholders of the corporation were during that time carrying on the business of the corporation as a partnership or, if there is only one voting shareholder, as an individual practising as a barrister and solicitor

CAL_DOCS #975280 v 1

CAL_DOCS #975280 v 1

Articles Of Incorporation

Business Corporations Act
Section 6

1 Name of Corporation

J S. OSLER PROFESSIONAL CORPORATION

2 The classes of shares, and any maximum number of shares that the corporation is authorized to issue

The attached Schedule Re Authorized Shares is incorporated in this form

3. Restrictions on share transfers (if any)

The attached Schedule Re Share Transfer Restrictions is incorporated in this form

4 Number, or minimum and maximum number, of directors that the corporation may have

The attached Schedule Re Number of Directors is incorporated in this form

5 If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s)

The attached Schedule re Restrictions, if any, on the Business the Corporation may carry on is incorporated in this form

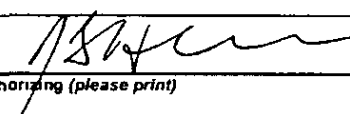

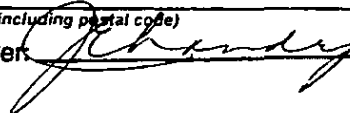
6 Other provisions (if any)

The attached Schedule Re Other Provisions is incorporated in this form

7 Date authorized by Incorporators

2002 January 7
Year / Month / Day

Incorporators

Name of Person Authorizing (please print) John S Osler	Address (including postal code) 2939 13 th Avenue N W Calgary, Alberta T2N 1M1
Identification 	
Name of Person Authorizing (please print)	Address (including postal code)
Identification	
Name of Person Authorizing (please print)	Address (including postal code) FILED  McCarthy Tétrault LLP Calgary, Alberta
Identification	
Name of Person Authorizing (please print)	Address (including postal code) Per 
Identification	

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support 3rd Floor Commerce Place, 10155 - 102 Street, Edmonton Alberta T5J 4L4 (780) 422-7330

REG 3047 (95/01)

068272-730018

McCarthy Tétrault LLP CAL_DOCS #980741 v 1

SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value and an unlimited number of First Preferred Shares without nominal or par value. The rights, privileges, restrictions and conditions attaching to the Common Shares and First Preferred Shares are as set out herein.

- 1 The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:
 - (a) **Payment of Dividends:** The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.
 - (b) **Participation upon Liquidation, Dissolution or Winding Up:** 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 Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.
 - (c) **Voting Rights:** The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote in respect of each Common Share held at all such meetings.
- 2 The rights, privileges, restrictions and conditions attaching to the First Preferred Shares are as follows:
 - (a) **Series:** The First Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of clauses 2(b) and (c), the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of First Preferred Shares.
 - (b) **Idem:** The First Preferred Shares shall be entitled to priority over the Common Shares and all other shares ranking junior to the First Preferred Shares with

respect to the payment of dividends and the distribution of assets of the Corporation in the event of any 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

- (c) **Idem:** The First Preferred Shares of each series shall rank on a parity with the First Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any 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

SCHEDULE RE SHARE TRANSFER RESTRICTIONS

No share in the capital of the Corporation shall be transferred without the express consent of the directors of the Corporation expressed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors

SCHEDULE RE NUMBER OF DIRECTORS

- (a) The board of directors shall consist of such number of directors, being a minimum of 1 director and a maximum of 7 directors, as may from time to time be determined by resolution of the board of directors
- (b) Subject to the foregoing, the directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at expiration of the last annual meeting

**SCHEDULE RE RESTRICTIONS, IF ANY, ON THE
BUSINESS THE CORPORATION MAY CARRY ON**

None, but for greater certainty and without restricting the business which the Corporation may carry on, the Corporation shall have the following objects

- (a) to engage in every phase and aspect of rendering the same services to the public that a lawyer, being a member of the Law Society of Alberta is authorized to render,
- (b) to purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, deal in and with, real and personal property necessary for the rendering of the services of a lawyer,
- (c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required, and
- (d) to enter into partnership, consolidate or merge with or purchase the assets of another corporation or individual rendering the same professional services

SCHEDULE RE OTHER PROVISIONS

- (a) 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 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as one shareholder
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited
- (c) The liability of the shareholders is limited as provided by the *Business Corporations Act*, R S A 1981, c B-15, except in circumstances described in subsection 129 of the *Legal Profession Act*, which reads as follows

129(1) Notwithstanding anything to the contrary in the *Business Corporations Act*, R S A 1981, c B-15, every person who is a voting shareholder of a corporation during the time that it is the holder of a permit or of a corporation during the time that it acts in contravention of section 103(1) is liable to the same extent and in the same manner as if the voting shareholders of the corporation were during that time carrying on the business of the corporation as a partnership or, if there is only one voting shareholder, as an individual practising as a barrister and solicitor

BY-LAW NO. 1

A by-law relating generally to
the transaction of the business
and affairs of
J S OSLER PROFESSIONAL CORPORATION
(hereinafter referred to as the "Corporation")

DIRECTORS

- 1 **Calling of and notice of meetings** - Meetings of the board shall be held at such place and time and on such day as the chairman of the board, president or a vice-president, if any, or any two directors may determine. Notice of meetings of the board shall be given to each director not less than 48 hours before the time when the meeting is to be held. Each newly elected board may without notice hold its first meeting for the purposes of organization and the appointment of officers immediately following the meeting of shareholders at which such board was elected.
- 2 **Votes to govern** - At all meetings of the board every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote.
- 3 **Interest of directors and officers generally in contracts** - No director or officer shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or officer or in which any director or officer is in any way interested be liable to be voided nor shall any director or officer so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director or officer holding that office or of the fiduciary relationship thereby established, provided that the director or officer shall have complied with the provisions of the Business Corporations Act.

SHAREHOLDERS' MEETINGS

- 4 **Quorum** - At any meeting of shareholders, a quorum shall be one person present in person entitled to vote thereat and holding or representing by proxy not less than 50 1 per cent of the votes entitled to be cast thereat.

MEETING BY TELEPHONE

- 5 **Directors and Shareholders** - A director may participate in a meeting of the board or of a committee of the board and a shareholder may participate in a meeting of shareholders by means of telephone or other communication facilities that permit all persons participating in any such meeting to hear each other.

INDEMNIFICATION

- 6 **Indemnification of directors and officers** - The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives to the extent permitted by the Business Corporations Act
- 7 **Indemnity of others** - Except as otherwise required by the Business Corporations Act and subject to paragraph 6, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or participant in another body corporate, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was lawful
- 8 **Right of indemnity not exclusive** - The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors or otherwise, both as to action in his official capacity and as to action in another capacity, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and legal representatives of such a person
- 9 **No liability of directors or officers for certain matters** - To the extent permitted by law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or body corporate with whom or which any moneys, securities or other assets belonging to the Corporation shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets

belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

- 10 **Banking arrangements** - The banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided.
- 11 **Execution of instruments** - Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any director, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to sign and deliver either contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds (including specifically but without limitation transfers and assignments of shares, warrants, bonds, debentures or other securities), share certificates, warrants, bonds, debentures and other securities or security instruments of the Corporation and all paper writings.
- 12 **Voting Rights in Other Bodies Corporate** - The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

MISCELLANEOUS

- 13 **Invalidity of any provisions of this by-law** - The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.
- 14 **Omissions and errors** - The accidental omission to give any notice to any shareholder, director, officer or auditor or the non-receipt of any notice by any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon


INTERPRETATION

- 15 **Interpretation** - In this by-law and all other by-laws of the Corporation words importing the singular number only shall include the plural and vice versa, words importing the masculine gender shall include the feminine and neuter genders, words importing persons shall include an individual, partnership, association, body corporate, executor, administrator or legal representative and any number or aggregate of persons, "articles" include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement and articles of revival, "board" shall mean the board of directors of the Corporation, "Business Corporations Act" shall mean the *Business Corporations Act* (Alberta), Statutes of Alberta, 1981, Chapter B-15, as amended from time to time, or any Act that may hereafter be substituted therefor; "meeting of shareholders" shall mean and include an annual meeting of shareholders and a special meeting of shareholders of the Corporation, and "signing officers" means any person authorized to sign on behalf of the Corporation pursuant to paragraph 11

MADE the 8th day of January, 2002



President

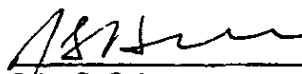


Corporate Secretary

RESOLVED that the foregoing By-law No 1 is made a by-law of the Corporation

The undersigned, being the sole director of J S Osler Professional Corporation, hereby signs the foregoing resolution

DATED the 8th day of January, 2002


John S Osler

RESOLVED that the foregoing By-law No 1 of the by-laws of the Corporation is hereby confirmed

The undersigned, being the sole shareholder of J S Osler Professional Corporation, hereby signs the foregoing resolution

DATED the 8th day of January, 2002


John S Osler



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC033001

UK Establishment No. BR018084

The Registrar of Companies hereby certifies that

101915 MT CORPORATION

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **21st December 2015**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

RP01

Replacement of document not meeting requirements for proper delivery



Companies House

✓ What this form is for
You can only use this form to file a replacement of a document that was previously delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 and was either not properly delivered or contained unnecessary material

✗ What this form is NOT for
You cannot use this form to file information in a previously delivered document, or to replace a document delivered under Section 1076 of the Companies Act 2006 - Charges.

LD4 05/04/2016 #105
COMPANIES HOUSE

1 Company details

Company number F C 0 3 3 0 0 1

Company name in full 101915 MT CORPORATION

→ Filling in this form
Please complete in typescript or in bold black capitals.

2 Description of the original document

Document type ① FORM OS IN01

Date of registration of the original document 2 1 1 2 2 0 1 5

① Description of the original document
Please enter the document type (e.g. articles of association) and any distinguishing information if more than one document of that type was filed on the same day

3 Signature

A replacement document must only be filed where (i) a document has previously been delivered and either (ii) that document was not properly delivered or (iii) that document contained unnecessary material

Please sign either Section 3a or Section 3b

3a The company to which the original document relates

Please complete this section if you are signing on behalf of the company to which the original document relates

I am signing this form on behalf of the company

Signature

Signature

X

X

This form may be signed by
Director ②, Secretary, Person authorised ②, Permanent representative on behalf of an overseas company, Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager, Judicial factor

② Societas Europaea
If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership

② Person authorised
Under either section 270 or 274 of the Companies Act 2006

RP01

Replacement of document not meeting requirements for proper delivery

3b

The person who delivered the original document

Please complete this section if you are the person who delivered the original document

Signature

Signature

X

Robert Brown

X

4

Notes

Please note

If you are applying for, or have been granted, exemption under Section 243 of the Companies Act 2006 and the document(s) you are replacing contain(s) your usual residential address, please post this form along with the replacement document to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

RP01

Replacement of document not meeting requirements for proper delivery



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	DB/IH REF
Company name	MCCARTHY TÉTRAULT
Address	125 OLD BROAD STREET
	26TH FLOOR
Post town	LONDON
County/Region	
Postcode	E C 2 N 1 A R
Country	UNITED KINGDOM
DX	
Telephone	020 7786 5700



Checklist

Please make sure you have remembered the following

- ☐ You have fully completed Section 2 'Description of the original document'
- ☐ The correct person has signed the form in either Section 3a or Section 3b
- ☐ If you are replacing a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the replacement document
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you **must** also deliver with this form and the replacement document a PR03 form 'Consent for paper filing'



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted, a section 243 exemption, please post this form along with the replacement document to the different postal address below

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

OS IN01

Registration of an overseas company opening a UK establishment



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
UK establishment

☒ **What this form is NOT for**
You cannot use this form to register
the details of an existing
officer or establishment

LD4
05/04/2016
COMPANIES HOUSE
#120
For official use

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name ^① J S OSLER PROFESSIONAL CORPORATION

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**
Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

① This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ^② 101915 MT CORPORATION

② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions^③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

③ **Overseas company name
restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.gov.uk/companieshouse

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ❶

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ❸

PRIVATE LIMITED COMPANY

Country of
incorporation *

CANADA

Identity of register
in which it is
registered ❹

REGISTRAR OF CORPORATIONS, ALBERTA

Registration number in
that register

2 0 9 6 8 3 8 2 0

❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

❹ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ❺

BUSINESS CORPORATIONS ACT, ALBERTA

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

OS IN01

Registration of an overseas company opening a UK establishment

	Please give the period for which the company is required to prepare accounts by parent law				
From	d	d	m	m	
To	d	d	m	m	
	Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period				
Months					

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☒ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

OS IN01

Registration of an overseas company opening a UK establishment

Part 3 Constitution

C1	Constitution of company The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation Please tick the appropriate box(es) below <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ❶ <input type="checkbox"/> I enclose a certified translation, if applicable ❷	❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator ❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator
C2	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Go to Section C3 → No Go to Part 4 'Officers of the company'	
C3	Constitutional documents Are all of the following details in the copy of the constitutional documents of the company? - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital → Yes Go to Part 4 'Officers of the company' → No If any of the above details are not included in the constitutional documents, please enter them in Section C4 The information is not required if it is contained within the constitutional documents accompanying this registration	
C4	Information not included in the constitutional documents Please give the address of principal place of business or registered office in the country of incorporation ❶ Building name/number 4000 Street 421-7TH AVENUE S W Post town CALGARY County/Region ALBERTA Postcode T 2 P 4 K 9 Country CANADA Please give the objects of the company and the amount of issued share capital Objects of the company ❷ PROVISION OF LEGAL SERVICES Amount of issued share capital ❸ ONE COMMON SHARE WITHOUT PAR VALUE	❶ This address will appear on the public record ❷ Please give a brief description of the company's business. ❸ Please specify the amount of shares issued and the value

OS IN01

Registration of an overseas company opening a UK establishment

Part 4

Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

D1

Secretary details^①

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)	KERRY MAY
Surname	SMYTH OSLER
Former name(s) ^②	KERRY MAY SMYTH

① Corporate details

Please use Sections E1-E5 to enter corporate secretary details

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years

D2

Secretary's service address^③

Building name/number	4000
Street	421-7TH AVENUE S W
Post town	CALGARY
County/Region	ALBERTA
Postcode	T 2 P 4 K 9
Country	CANADA

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3

Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority	<input type="checkbox"/> Limited ④
	<input checked="" type="checkbox"/> Unlimited

Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box
	<input type="checkbox"/> Alone
	<input checked="" type="checkbox"/> Jointly ⑤

If applicable, name(s) of person(s) with whom you are acting jointly	JOHN STEWART OSLER
--	--------------------

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details¹	
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	
Name of corporate body or firm		¹ Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	² EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ³		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	⁴ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁵		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5 Corporate secretary's authority		
	<p>Please enter the extent of your authority as corporate secretary Please tick one box</p>	<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box</p>	
	<p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1	Director details ¹	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	1 Corporate details Please use Sections G1-G5 to enter corporate director details.
Full forename(s)	JOHN STEWART	2 Former name(s) Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Surname	OSLER	3 Country/State of residence This is in respect of your usual residential address as stated in Section F5.
Former name(s) ²		4 Month and year of birth Please provide month and year only. Provide full date of birth in section F4.
Country/State of residence ³	CANADA	5 Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Nationality	CANADIAN	
Month/year of birth ⁴	X X m0 m1 y1 y9 y6 y3	
Business occupation (if any) ⁵	LAWYER	

F2	Director's service address ⁶	
Building name/number	4000	6 Service address This is the address that will appear on the public record. This does not have to be your usual residential address.
Street	421-7TH AVENUE S W	If you provide your residential address here it will appear on the public record.
Post town	CALGARY	
County/Region	ALBERTA	
Postcode	T 2 P 4 K 9	
Country	CANADA	

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	7 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.
Extent of authority	<input type="checkbox"/> Limited ⁷ <input checked="" type="checkbox"/> Unlimited	8 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁸	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ①	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
G4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ No Go to Section H3

→ Yes Please enter the UK establishment number below and then go to Section H2

UK establishment
registration number

B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to Section H3

→ Yes Please enter the UK establishment number below and then go to Section H3

UK establishment
registration number

B R

H3 Delivery of accounts and reports

This section must be completed Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ❶

☒ In respect of this establishment Please go to Section H4

☐ In respect of another UK establishment Please give the registration number below, then go to Section H4

❶ Please tick the appropriate box

UK establishment
registration number

B R

H4 Particulars of UK establishment ❶

You must enter the name and address of the UK establishment

Name of establishment 101915 MT CORPORATION

Building name/number C/O MCCARTHY TÉTRAULT

Street 125 OLD BROAD STREET, 26TH FLOOR

Post town LONDON

County/Region

Postcode E C 2 N 1 A R

Country UNITED KINGDOM

Please give the date the establishment was opened and the business of the establishment

Date establishment opened ^d0 ^d1 ^m0 ^m1 ^y2 ^y0 ^y1 ^y4

Business carried on at the UK establishment ADVISORY SERVICES

❶ Address

This is the address that will appear on the public record

OS IN01

Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s) ROBERT

Surname BRANT

J2 Permanent representative's service address ^①

Building name/number McCARTHY TETRAULT

Street 125 OLD BROAD STREET, 26TH FLOOR

Post town LONDON

County/Region

Postcode E C 2 N 1 A R

Country UNITED KINGDOM

^① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority
☐ Limited ^②
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone
☐ Jointly ^③

If applicable, name(s) of person(s) with whom you are acting jointly

^② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

^③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8 'Signature'**

☒ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

Albert Brunt

X

This form may be signed by
Director, Secretary, Permanent representative

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name DB/IH REF

Company name MCCARTHY TETRAULT

Address 125 OLD BROAD STREET

26TH FLOOR

Post town LONDON

Country/Region

Postcode E C 2 N 1 A R

Country UNITED KINGDOM

DX

Telephone 020 7786 5700



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse