

INSTRUCTIONS FOR COMPLETING

This form is to be used to revive a corporation where the Director has by order cancelled the certificate of incorporation under Section 241 of the *Business Corporations Act* and it is less than twenty years after the date of dissolution.

Articles in duplicate with original signatures on both copies must be mailed to the Toronto address listed below or for over the counter service, they may also be filed in person at the Toronto address.

FEE

\$330.00

BY MAIL - cheque or money order payable to the Minister of Finance.

IN PERSON (at the Toronto office) - cash, cheque or money order payable to the Minister of Finance, Visa, MasterCard, American Express or debit card.

There will be a service charge payable for any cheque returned as non-negotiable by a bank or financial institution.

SUPPORTING DOCUMENTS**SPECIAL NOTICE/ANNUAL RETURN FILINGS AND FEES**

All outstanding notices and returns required to be filed by the corporation under the *Corporations Information Act* must be attached except for any outstanding current annual return, which the corporation must file with the Ministry of Finance or electronically immediately upon revival. Any outstanding Special Notice/Annual Return filings for the period 1992 to 1995 must be attached together with outstanding fees (\$50.00 for each year not paid). If you have questions contact the Companies Helpline, at (416) 314-8880 or toll-free in Ontario at 1-800-361-3223.

NAME SEARCH

An Ontario biased NUANS name search is required only if the Articles of Revival are submitted more than ten years from the date the corporation was cancelled or for a proposed new name if the corporate name is to be changed on revival.

NUANS is a computerized search system that compares a proposed corporate name or trade-mark with databases of existing corporate bodies and trade-marks. This comparison determines the similarity that exists between the proposed name or mark and existing names in the database, and produces a listing of names that are found to be most similar. This search must be submitted together with the duplicate Articles of Revival within 90 days from production by the NUANS system. For example, articles submitted on November 28th could be accompanied by a NUANS name search report dated as early as August 30th, but not dated earlier. The Companies and Personal Property Security Branch does not provide this search.

Suppliers are listed in the Yellow Pages under the heading "Searchers of Records" or visit Industry Canada's NUANS site at, www.nuans.com for a list of registered search houses that can assist you with obtaining a NUANS search report and filing your corporate documents with the Ministry of Government Services. Please note the NUANS search must be Ontario biased.

CONSENT FROM THE MINISTER OF FINANCE

If the corporation was dissolved for failure to comply with the provisions of the *Corporations Tax Act*, *Employer Health Tax Act*, *Fuel Tax Act*, *Gasoline Tax Act*, *Land Transfer Tax Act*, *Retail Sales Tax Act* or the *Tobacco Tax Act* a letter consenting to the revival from the Ministry of Finance must accompany the Articles of Revival.

**Ministry of Finance
Corporations Tax
33 King Street West, 4th Floor
P.O. Box 622
Oshawa ON L1H 8H5**

Telephone: In Canada 1-800-263-7965

CONSENT FROM THE OFFICE OF THE PUBLIC GUARDIAN AND TRUSTEE

A statement in writing from the Office of the Public Guardian and Trustee (OPGT) that it has no objection to the revival is generally not required unless the OPGT is currently dealing with assets formerly owned by the dissolved corporation. For further information, please contact the OPGT at (416) 326-1963 or toll free in Ontario 1-800-366-0335.

CONSENT OF THE ONTARIO SECURITIES COMMISSION

Consent to the revival from the Ontario Securities Commission is required only if the corporation was dissolved for failure to comply with sections 77 & 78 of the *Securities Act*.

COVERING LETTER

Enclose a covering letter setting out the name of a contact person, a return address and a telephone number. This will facilitate the processing of the articles should a question arise as to the content of the Articles of Revival.

APPEARANCE OF DOCUMENTS

The Articles of Revival must be completed in duplicate on Form 15 as approved by the Minister. All documents must be legible and compatible with the microfilming process, with the information typed or hand printed in block capital letters, on one side of good quality, white bond paper 8 ½" by 11".

The Article headings are numbered 1 to 7 and should remain in that order. Do not leave out any of the headings.

ARTICLES

ARTICLE 1 Set out the name of the corporation at the time of cancellation in block capital letters starting from the first box of the first line on the left with one letter per box and one empty box for a space. Punctuation marks are entered in separate boxes. Complete one line before starting in the first box of the next line. The name entered must be exactly the same as it appeared on the original Articles of Incorporation or Articles of Amalgamation. If there has been a name change, the name entered must be exactly the same as it appears on the most recent Articles of Amendment.

E	A	S	T		S	I	D	E		I	N	V	E	S	T	M	E	N	T		A	N	D		M	A	N	A	G
E	M	E	N	T		L	T	D	.																				

ARTICLE 2 If the corporation is to be revived under a name other than the name at the time of cancellation, the new name must be set out in block capital letters starting from the first box of the first line on the left with one letter per box and one empty box for a space. Punctuation marks are entered in separate boxes. Complete one line before starting in the first box of the next line. Unless the name is to be a number name a name search for the new name must be submitted with the Articles of Revival. The name entered must be exactly the same as that on the name search.

- ARTICLE 3** Set out original date of incorporation/amalgamation of the corporation.
- ARTICLE 4** Set out the date of dissolution of the corporation. If the corporation has been dissolved for 10 to 20 years, the articles must be accompanied by a name search report. Articles of Revival cannot be filed if it is more than twenty years after the date of dissolution.
- ARTICLE 5** The address (where multi-office building include room or suite number) of the registered office of the corporation must be set out in full including the street name, street number or R.R. #, municipality, province, country and the postal code. A post office box alone is not an acceptable address. If there is no street and number or R.R. #, set out the Lot and Concession numbers. The registered office must be in Ontario.

ARTICLE 6 The following terms and conditions have been complied with:

- a) all outstanding notices and returns required to be filed by the corporation under the *Corporations Information Act* are attached except for any current outstanding annual return, which the corporation will file immediately upon revival.
- b) all documents required to be filed by the corporation under Ontario tax statutes have been filed and all defaults of the corporation under the tax statutes have been remedied.
- c) consent from the Minister of Finance to the requested revival (if applicable) is attached.
- d) the consent of the Public Guardian & Trustee to the requested revival (if applicable) is attached.
- e) the consent of the Ontario Securities Commission to the requested revival (if applicable) is attached.
- f) all other defaults of the corporation to the date of dissolution have been remedied and it is not more than 20 years after the date of dissolution.

Article 6 showing the above statements must be included in the articles. The applicant must also file any applicable consents or notices or returns. Any current outstanding annual return must be filed immediately upon revival.

ARTICLE 7 The applicant's interest in the corporation (for example, director, officer, shareholder, creditor, estate trustee of shareholder) must be set out in the space provided.

EXECUTION Both copies of the articles must be signed manually by the applicant. In the spaces provided set out the first name, middle names and surname of the applicant together with the applicant's address for service.

Articles (in duplicate), original Ontario-biased NUANS name search report (if applicable), any applicable consents, any outstanding notices or returns, a covering letter, the filing fee and any outstanding Notice/ Return fee should be mailed or delivered to:

**Companies and Personal Property Security Branch
Ministry of Government Services
Suite 200
393 University Avenue
Toronto ON M5G 2M2 (mailing address)**

**2nd Floor
375 University Avenue (physical address)**

6. The following terms and conditions have been complied with:

Les conditions suivantes ont été respectées :

- a) all outstanding notices and returns required to be filed by the corporation under the *Corporations Information Act* are attached except for any current outstanding annual return, which the corporation will file immediately upon revival.
 - a) *Tous les avis et rapports en souffrance que la société doit déposer aux termes de la Loi sur les renseignements exigés des personnes morales sont joints aux statuts, sauf les rapports annuels courants éventuellement en souffrance, que la société déposera immédiatement après la reconstitution.*
 - b) all documents required to be filed by the corporation under Ontario tax statutes have been filed and all defaults of the corporation under the tax statutes have been remedied.
 - b) *Tous les documents exigés par les lois d'imposition de l'Ontario ont été déposés et toutes les omissions commises par la société à l'égard de ces lois ont été corrigées.*
 - c) the consent from the Minister of Finance to the requested revival (if applicable) is attached.
 - c) *Le ministre des Finances a approuvé (le cas échéant) la reconstitution. Son consentement est annexé.*
 - d) the consent of the Public Guardian & Trustee to the requested revival (if applicable) is attached.
 - d) *Le Tuteur et curateur public a approuvé (le cas échéant) la reconstitution. Son consentement est annexé.*
 - e) the consent of the Ontario Securities Commission to the requested revival (if applicable) is attached.
 - e) *La Commission des valeurs mobilières de l'Ontario a approuvé (le cas échéant) la reconstitution. Son consentement est annexé.*
 - f) all other defaults of the corporation to the date of dissolution have been remedied and it is not more than twenty years from the date of dissolution.
 - f) *Toutes les omissions commises par la société avant la dissolution ont été corrigées, et la reconstitution a lieu moins de 20 ans après la date de la dissolution.*
7. The interest of the applicant in the corporation is: (for example, director, officer, shareholder, creditor, estate trustee of shareholder)
Indiquer l'intérêt de l'auteur de la demande dans la société (p. ex. : administrateur, dirigeant, actionnaire, créancier, exécuteur testamentaire d'un actionnaire, etc.) :

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

 Signature of applicant / *Signature de l'auteur de la demande*

 Print applicant's first name, middle names and surname / *Prénom, autre prénom, nom de famille de l'auteur de la demande (en lettres moulées)*

 Applicant's address for service - street & number or RR# & suite / *Domicile élu de l'auteur de la demande – rue et numéro, bureau, ou R.R.*

 Municipality, province, country & postal code / *Municipalité, province, pays et code postal*