

INSTRUCTIONS FOR COMPLETING

This form together with required supporting documents and fee, must be filed with the Ministry of Government Services to amalgamate two or more Ontario business corporations under the *Business Corporations Act*.

Articles in duplicate may be mailed to the Toronto address listed below. For over-the-counter service articles may be filed in person at the Toronto office or at some Land Registry/ServiceOntario offices in Ontario. For a list of locations see the "Offices That Endorse articles Submitted Under the *Business Corporations Act*" information sheet or visit the Ministry's web site at: www.mgs.gov.on.ca. Choose your language preference, select "Services for Business" from the "Service Ontario" menu on the right hand side of the page, then choose "Company Information" from the services listed and scroll down to "Frequently Asked Questions".

FEE

\$330.00 (10 or fewer amalgamating corporations)

\$500.00 (11 or more amalgamating corporations)

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 Minister of Finance, Visa, MasterCard, American Express or debit card. (If you are filing the documents at a Land Registry or ServiceOntario Office, call first to confirm whether credit or debit cards are acceptable).

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

EFFECTIVE DATE

Articles are effective on the date set out in the certificate endorsed on the articles by the Branch. The certificate is dated the day the Director receives the duplicate originals of the articles together with all other required documents executed in accordance with the Act and the required fee, if they are acceptable as per the Branch's endorsement as of right policy. An effective date of up to 30 days later than the earliest date the articles can be endorsed may be requested **in writing, in the covering letter, using bold or highlighted letters**, upon submission of the articles to the branch. If you are presenting your documents in person you must also verbally bring this request to the attention of the counter clerk.

SUPPORTING DOCUMENTS

NAME SEARCH

The name of a corporation formed by the amalgamation of two or more corporations may be identical to the name of one of its amalgamating corporations, if it is **not a number name**. In this case a name search is not required.

If you are amalgamating under a new name you must obtain an Ontario-biased NUANS report. 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 Amalgamation 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**.

NAME SEARCH

CONTINUED

It is the applicant's responsibility to check the search for similar/identical names and to obtain any consent that may be required. The Ministry will not grant a name that is identical to the current name or former name of another corporation operating in Ontario whether active or not, unless it has been more than ten years since the other corporation dissolved or changed its name. The only exception to this rule is when the corporation meets the requirements of Subsection 6(2) of Regulation 62, under the *Business Corporations Act*. In this case a legal opinion must accompany the articles being filed. The legal opinion must be on legal letterhead and signed by an individual lawyer (not a law clerk or law firm). It must also clearly indicate that the corporations involved comply with Subsection 6(2) by referring to each clause specifically.

BILINGUAL NAMES

When amalgamating a corporation with an English and French form of the name a name search is required for each form of the name (English and French) unless the English and French forms of the name are identical and the legal element in the French form is the French version of the legal element in the English form (for example, INCORPOREE and INCORPORATED). There should be a forward slash (/) separating the two forms of the name.

NUMBER NAMES

You do not require a name search for a number name. In Article one on the form, leave nine empty boxes, then type or print in block capital letters the word "ONTARIO" followed by one of the legal elements...LIMITED, LIMITÉE, INCORPORATED, INCORPOREE, CORPORATION or the corresponding abbreviation LTD., LTEE.,INC., or CORP. The Director of the Companies and Personal Property Security Branch will assign a number to the corporation.

The amalgamated corporation cannot retain the number name of an amalgamating company. When two or more corporations amalgamate a new corporation is formed. The Director assigns a new corporation number and in the case of a number name, this new number becomes the number part of the name.

SCHEDULES

SCHEDULE A A statement of a director or an officer of each of the amalgamating corporations completed as required under subsection 178(2) of the *Business Corporations Act* must be attached to both copies of the articles.

SCHEDULE B (i) A copy of the amalgamation agreement adopted by the shareholders pursuant to subsection 176(4) of the *Business Corporations Act*

Or

(ii) The director's resolutions of each amalgamating corporation as required under Section 177 of the *Business Corporations Act*

must be attached to both copies of the articles.

Schedules A and B must contain a signature of the appropriate shareholder(s), officer(s) or director(s) of the corporation as required under the Act. Photocopied amalgamation schedules that do not contain the required signature(s) will not be accepted.

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 Amalgamation.

APPEARANCE OF DOCUMENTS

The Articles of Amalgamation must be completed in duplicate on Form 4 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" X 11".

The article headings are numbered 1 to 12 and should remain in that order. Do not leave out any of the headings. If a section does not apply, type "nil" or "not applicable". When additional pages are required, due to lack of space, they should be the same size as all the other pages and should be inserted after the applicable heading with the same number as the heading page, but with the addition of alphabet characters to indicate sequence. For example, pages inserted after page 4 would be numbered 4A, 4B, etc.

ARTICLE 1

Set out the name of the amalgamated corporation 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 that on the name search report or the same as one of the amalgamating corporations (if not a number name). Where a "number name" is to be used, leave the first nine boxes blank and complete as follows: ".....Ontario Inc." (see "number names")

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

The address (if 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 and suite or R.R. #, the municipality, province, country and the postal code. A post office box alone is not an acceptable address. If there is no street and number, set out the lot and concession or lot and plan numbers. The registered office must be in Ontario.

ARTICLE 3

Set out the number of directors. This can be either a fixed number of directors (i.e. 1) or a minimum and maximum number (i.e. minimum 1, maximum 10).). Do not complete both.

ARTICLE 4

The name(s) (including first name, middle names and surname) and the address for service for each of the first directors must be set out. The address should include the street name, street number, suite (or R.R. #) municipality, province, country and postal code. Directors must be individuals, not corporations. State if the director(s) is/are Resident Canadian(s). At least 25 per cent of the directors must be resident Canadians (if 25% of the directors is not a whole number, round up to the nearest whole number). Where a corporation has less than four directors, at least one must be a resident Canadian.

ARTICLE 5

Check the appropriate box (A) or (B):

Check box (A) Amalgamation Agreement - if the amalgamation agreement has been adopted by the shareholders of each of the amalgamating corporations under Subsection 176(4) of the Business Corporations Act. In this case Schedule "B" referred to in Article 12 on the form must be a copy of the amalgamation agreement containing the signatures of a director or authorized signing officer of each amalgamating corporation.

OR

Check box (B) Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries - if the amalgamation has been approved by the directors of each of the amalgamating corporations by a resolution as required by Section 177 of the Business Corporations Act. In this case schedule "B" referred to in article 12 must be a copy of the director's resolutions (containing the required signatures) for each amalgamating corporation. If all the directors approved the resolution without a meeting being held, each director is required to sign the resolution. If the resolution was approved at a directors' meeting, its approval must be certified in writing with a signature by the Secretary (or other authorized officer) of the corporation. If (B) is checked, on the line provided, set out the name of the amalgamating corporation containing the same provisions in substance as the Articles of Amalgamation now being submitted.

Under the corresponding headings, set out the corporation name, Ontario corporation number and the date of adoption/approval of the amalgamation agreement or directors resolutions for each of the amalgamating corporations.

ARTICLE 6

Set out restrictions, if any, on the business the corporation may carry on or on the powers that the corporation may exercise. If none, state so.

ARTICLE 7

Set out the classes and any maximum number of shares that the corporation is authorized to issue. This item must be completed (e.g., unlimited common shares).

- ARTICLE 8 Set out the rights, privileges, restrictions, and conditions etc. (if any) attached to each class of shares, and directors' authority with respect to any class of shares which may be issued in series.
- ARTICLE 9 Set out restrictions on issue, transfer or ownership of shares (if any).
- ARTICLE 10 Set out other provisions (if any).
- ARTICLE 11 ***The statements required by Subsection 178(2) of the Business Corporations Act are attached as Schedule "A".*** The statements (original or photocopy) must set out specific information as required under the Act and must contain the signature of a director or officer as evidence that the person signing has approved all of the contents of the statement. This Item must be included in the articles and the required Schedule must be attached.
- ARTICLE 12 ***A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".*** This Item must be included in the articles and the required schedule must be attached.
- EXECUTION Both copies of the articles must have an **original** signature of an officer or director of each of the amalgamating corporations. Set out the name of the officer/director who is signing, the name of the corporation and the office held by the individual in the corporation (e.g., president, director, secretary).

Articles with schedules "A" and "B" (in duplicate), original Ontario-biased NUANS name search report (if applicable), covering letter and filing fee should be mailed or delivered to:

**COMPANIES AND PERSONAL PROPERTY SECURITY BRANCH
MINISTRY OF GOVERNMENT SERVICES
393 UNIVERSITY AVENUE, SUITE 200
TORONTO ON M5G 2M2
375 UNIVERSITY AVENUE, 2ND FLOOR (IN PERSON)**

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :
10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / *Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.*

	Names of Corporations / <i>Dénomination sociale des sociétés</i>	
By / Par		
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>
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