



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 - Name of the Amalgamated Corporation

Dénomination sociale de la société issue de la fusion

Hardwoods Distribution Inc.

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address)

La province ou le territoire au Canada où se situera le siège social (n'indiquez pas l'adresse complète)

British Columbia

3 - The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

An unlimited number of Common shares

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

None

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: 3

Maximum: 10

Minimal: []

Maximal: []

6 - Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

None

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

See attached schedule.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

[] 183

[x] 184(1)

[] 184(2)

9 - Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
Hardwoods Distribution Inc.	782705-9	Rob Brown.
_____ Canada Inc.		Rob Brown.

Note:

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota:

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

Hardwoods Distribution Inc.

Schedule

1. Without in any way limiting the powers conferred upon the Corporation and its directors by the *Canada Business Corporations Act*, (the "Act") the directors may, from time to time, in such amounts and on such terms as they deem expedient, charge, mortgage, hypothecate, pledge, or grant any form of security interest in, all or any of the currently owned or subsequently acquired property of the Corporation, real or personal, moveable or immoveable, including its undertaking, book debts, rights, powers and franchises, to secure any debt obligation or any money borrowed or other debt or liability of the Corporation.
2. The Articles of the Corporation may be amended by special resolution pursuant to Section 173 of the Act to:
 - (a) increase or decrease any maximum number of authorized shares of any class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of another class;
 - (b) effect an exchange, reclassification or cancellation of all or any part of the shares of any class; or
 - (c) create a new class of shares equal or superior to the shares of another class;

and no separate class or series vote shall be required under Section 176 of the Act in respect to the amendment except that the holders of any class of preferred shares shall be entitled to vote separately as a class or series on such amendment to the extent provided in the Act and in the Articles.

3. The directors may, within the maximum number permitted by the Articles, appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.