

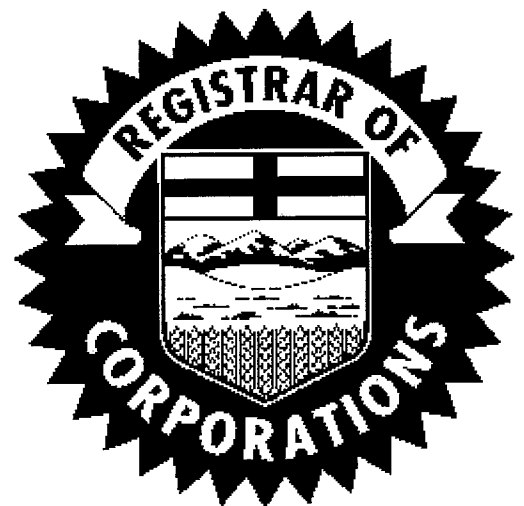
CORPORATE ACCESS NUMBER: 207913559

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**MCCOY CORPORATION
CHANGED ITS NAME TO MCCOY GLOBAL INC. ON 2014/07/07.**



BUSINESS CORPORATIONS ACT
(Section 29 or 177)

ALBERTA
CORPORATE REGISTRY

ARTICLES OF AMENDMENT

1. Name of Corporation

2. Corporate Access Number


McCoy Corporation

207913559

-
1. Pursuant to Section 173(1)(a) of the *Business Corporations Act* (Alberta), the Corporation be and is hereby authorized to amend the Articles of the Corporation to change the name of the Corporation from McCoy Corporation:

MCCOY GLOBAL INC.

Date: 2014/___/___

Signature: 

Title:

GENERAL COUNSEL &
CORPORATE SECRETARY

For Departmental Use Only:
Form 4 CCA-06-104 151/92

Filed



CORPORATE ACCESS NUMBER: 207913559

Alberta

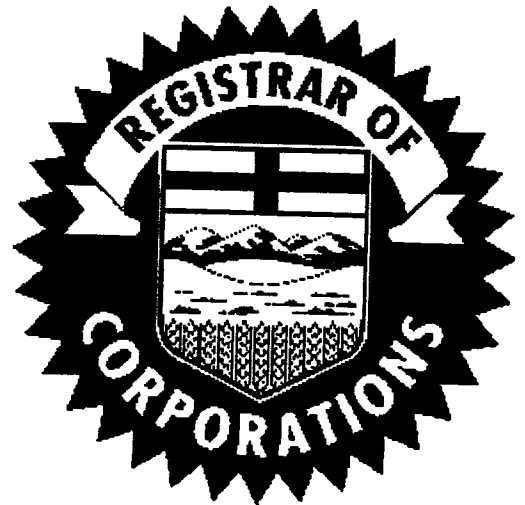
BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMENDMENT

**MCCOY BROS. INC.
CHANGED ITS NAME TO MCCOY CORPORATION ON 2005/06/13.**



BUSINESS CORPORATIONS ACT

(Section 27 or 171)

ALBERTA
CORPORATE REGISTRY

ARTICLES OF AMENDMENT

1. Name of Corporation

2. Corporate Access Number

MCCOY BROS. INC.

207913559

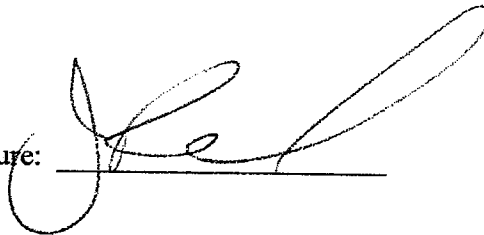
The Articles of the above-named corporation are amended as follows:

3. Pursuant to Section 173(1)(a) of the Business Corporations Act, Paragraph 1 of the Articles of Incorporation is hereby amended to change the name of the Corporation from McCoy Bros. Inc. to:

McCoy Corporation

Date: 2005/06/10

Signature: _____



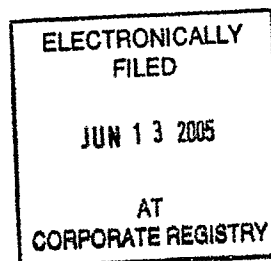
Title: Director

For Departmental Use Only:

Filed

Form 4

CCA-06-104 151/92



CORPORATE ACCESS NUMBER: 207913559

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**MCCOY BROS. INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 1999/01/01.**



BUSINESS CORPORATIONS ACT
(SECTION 179)
ALBERTA CONSUMER AND CORPORATE AFFAIRS
FORM 9

ARTICLES OF AMALGAMATION

1. NAME OF AMALGAMATED CORPORATION. 2. CORPORATE ACCESS NO.

McCOY BROS. INC.

207658337

3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE.

See attached Schedule "A".

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS.

None.

5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.

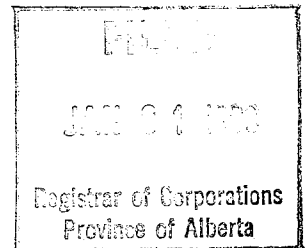
Minimum 1 - Maximum 15

6. RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.

None.

7. OTHER PROVISIONS IF ANY.

See attached Schedule "B".



8. NAME OF AMALGAMATING CORPORATIONS. CORPORATE ACCESS NO.

McCoy Bros. Inc.
MBP Holdings Inc.

20686124
20739353

9. DATE

SIGNATURE

TITLE

January 1, 1998

Director

SCHEDULE "A" TO ARTICLES OF AMALGAMATION

OF

McCOY BROS. INC.

The Corporation is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares.

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

1. VOTING

1.1 The holders of the Common Shares shall have the right to vote at any meeting of shareholders of the Corporation.

1.2 The holders of the Preferred Shares shall not, subject to the provisions of the Business Corporations Act (Alberta), have the right to receive notice of or to attend any meetings of shareholders of the Corporation or to vote at any such meetings.

2. DIVIDENDS

2.1 Preference

The holders of the Preferred Shares shall, in each year, at the discretion of the Directors, but without preference or priority with respect to payment of dividends to holders of any other shares, be entitled out of all or any profits or surplus available for dividends, to non-cumulative dividends at a rate in relation to the Redemption Amount (as described in subsection 3.1 herein) to be established at the time of issuance thereof as may be determined by the Directors, payable at such time or times and at such place or places as the Directors may determine. The said dividends shall be non-cumulative whether earned or not earned and, if in any fiscal year the Directors in their discretion shall not declare the said dividends or any part thereof, then the right of the holders of the Preferred Shares to such dividends or any greater dividend than the

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dividend actually declared for the fiscal year, shall be extinguished. The holders of the Preferred Shares shall in no circumstances be entitled to any dividends other than or in excess of the non-cumulative dividends at the rate herein provided for.

2.2 **Exclusive**

The holder of each share of every class of shares shall be entitled to receive dividends as and when declared by the Directors acting in their sole discretion, which dividends may be declared on one class of shares wholly or partially to the exclusion of any other class.

2.3 **Restriction**

No dividends or distributions of any kind whatsoever shall be declared or made in respect of any of the shares of the Corporation which would be contrary to any applicable law or which would have the effect of reducing the net assets, including goodwill, of the Corporation to an amount insufficient to enable the redemption by the Corporation, at the aggregate of the Redemption Amounts, of the issued and outstanding Preferred Shares.

3. **REDEMPTION AMOUNT OF PREFERRED SHARES**

3.1 **Formula for Calculation of Redemption Amount**

The Redemption Amount for each Preferred Share shall be equal to the fair market value of the property or issued shares of the Corporation of a different class (the "Assets") for which Preferred Shares were issued by the Corporation (the "Asset Value") less the aggregate value of any non-share consideration given or assumed by the Corporation as partial consideration for the Assets (the "Non-Share Value") divided by the number of Preferred Shares issued in exchange for the Assets.

3.

3.2 Fair Market Value Adjustment

Notwithstanding the provisions of the foregoing paragraph 3.1 hereof, if the Minister of National Revenue, the Provincial Treasurer for the Province of Alberta, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders for income tax (or propose such an assessment or reassessment) on the basis of a determination or assumption that:

3.2.1 the fair market value of the Assets received in respect of the issuance of any particular Preferred Shares does not equal the Asset Value; or

3.2.2 the Non-Share Value should have been a greater or lesser amount than the amount determined upon issuance of such Preferred Shares;

then the Asset Value shall be adjusted (the "Adjusted Asset Value") and/or the Non-Share Value shall be adjusted (the "Adjusted Non-Share Value"), as the case may be, and shall be deemed to be:

3.2.3 subject to subparagraph 3.2.5 hereof, the fair market value of the Assets or Non-Share Value as determined by the authority making or proposing such an assessment or reassessment, provided that the Directors agree that such determination is accurate; or

3.2.4 subject to subparagraph 3.2.5 hereof, where the Directors do not agree that the authority's determination is accurate, the fair market value of the Assets or Non-Share Value as determined by a qualified person whom the Directors shall appoint to make that determination forthwith following the making or proposing of such an assessment or reassessment; or

3.2.5 where any such assessment or reassessment is the subject of an appeal to a Court of competent jurisdiction, the fair market value of the Assets or Non-Share Value as determined by that Court.

3.3 Adjustment of Redemption Amount

In the event of a determination of an Adjusted Asset Value or an Adjusted Non-Share Value then the Redemption Amount payable for each Preferred Share issued in exchange for the Assets shall be adjusted by the Directors and shall be equal to the Adjusted Asset Value (or if there has been no adjustment, the Asset Value) less the Adjusted Non-Share Value (or if there has been no adjustment, the Non-Share Value) divided by the total number of Preferred Shares issued in exchange for the Assets. If any non-share consideration shall have been given or assumed, any Preferred Shares shall have been redeemed or any dividends shall have been declared thereon prior to the Redemption Amount being adjusted as aforesaid, any resulting over-payment by the Corporation shall be a debt due on demand to the Corporation from the holder of such Preferred Shares and any resulting under-payment shall be a debt due on demand from the Corporation to the holders of such Preferred Shares.

4. REDEMPTION PROCEDURE

Subject to the Business Corporations Act (Alberta), the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Preferred Shares on payment for each Preferred Share to be redeemed of the Redemption Amount, together with all dividends declared thereon and unpaid. In case a part only of the then outstanding Preferred Shares is at any time to be redeemed, the redemption shall be pro rata from the holders of Preferred Shares, provided that the Directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of the Preferred Shares. Unless waived by the registered holder of the share to be redeemed, the Corporation shall give not less than thirty (30) days notice in writing of such redemption by mailing such notice to the registered holder of each Preferred Share to be redeemed, specifying the date and place or places of redemption. If notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem all such shares be deposited with any trust company or chartered bank of Canada as specified in the notice on or before the date fixed for redemption, dividends on the Preferred Shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such Preferred Shares, to receive payment therefore out of the monies so deposited. Upon the Redemption Amount of such Preferred Shares being deposited with any trust company or chartered bank in Canada as aforesaid, notice shall be given to the holders of the Preferred Shares called for redemption who have failed to present the certificates representing such Preferred Shares, within two (2) months of the date specified for redemption, to the effect that the

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monies have been so deposited and may be obtained by the holders of the said Preferred Shares upon presentation of the certificates representing such Preferred Shares for redemption at the said trust company or chartered bank of Canada.

5. LIQUIDATION

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary:

- 5.1 the holders of the Preferred Shares shall be entitled to receive, before distribution of any part of the assets of the Corporation amongst the holders of shares of any other class of shares of the Corporation, an amount equal to one hundred (100%) percent of the Redemption Amount of the Preferred Shares and any dividends declared thereon and unpaid and no more;
- 5.2 the holders of the Common Shares shall be entitled to participate equally amongst themselves in respect of each Common Share held in any further distribution of the assets of the Corporation.

SCHEDULE "B" TO ARTICLES OF AMALGAMATION

OF

McCOY BROS. INC.

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

2. The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.