



**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi régissant les sociétés  
par actions de régime fédéral**

**BUHLER INDUSTRIES INC.**

**300039-7**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi régissant les sociétés par actions de régime fédéral*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

**February 1, 1994/le 1 février 1994**

Date of Amalgamation - Date de fusion

1 — Name of amalgamated corporation BUHLER INDUSTRIES INC.	Dénomination de la société issue de la fusion
2 — The place in Canada where the registered office is to be situated Winnipeg, Manitoba	Lieu au Canada où doit être situé le siège social
3 — The classes and any maximum number of shares that the corporation is authorized to issue  The annexed Schedule "A" is incorporated in this form	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4 — Restrictions, if any, on share transfers Shares to be held in escrow according to regulatory authorities.	Restrictions sur le transfert des actions, s'il y a lieu
5 — Number (or minimum and maximum number) of directors minimum of three (3), maximum of ten (10)	Nombre (ou nombre minimal et maximal) d'administrateurs
6 — Restrictions, if any, on business the corporation may carry on Nil	Limites imposées à l'activité commerciale de la société, s'il y a lieu
7 — Other provisions, if any Nil	Autres dispositions, s'il y a lieu

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

- 183  
 184(1)  
 184(2)

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

9 — Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
CRAFTECH MANUFACTURING INC.	215037-9-M		3/11/94	President
BUHLER HOLDINGS INC.	298761-9		2/1/94	President
... HOLDINGS INC.	298760-1		2/1/94	President
SHORTLINE INVESTMENTS INC.	298762-7		2/1/94	President

DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT  
Corporation No. — N° de la société

300039-7

Filed — Déposée

FEB 14 1994

**Articles of Amalgamation  
FORM 9  
INSTRUCTIONS**

**Statuts de fusion  
FORMULE 9  
INSTRUCTIONS**

**Format**

Documents required to be sent to the Director pursuant to the *Canada Business Corporations Act* must conform to sections 5 to 10 of the *Canada Business Corporations Regulations*.

**Item 1**

Set out the proposed name for the amalgamated corporation that complies with sections 10 and 12 of the Act. If this name is not the same as one of the amalgamating corporations, articles of amalgamation must be accompanied by a Canada-biased NUANS search report dated not more than ninety (90) days prior to the receipt of the articles by the Director. On request, a number name may be assigned under subsection 11(2) of the Act, without a search.

**Item 2**

Set out the name of the place and province within Canada where the registered office is to be situated. A specific street address is not required.

**Item 3**

Set out the details required by paragraph 6(1)(c) of the Act, including details of the rights, privileges, restrictions and conditions attached to each class or series of shares. All shares must be without nominal or par value and must comply with the provisions of Part V of the Act.

**Item 4**

If restrictions are to be placed on the right to transfer shares of the corporation, set out a statement to this effect and the nature of such restrictions.

**Item 5**

Set out the number of directors. If cumulative voting is permitted, the number of directors must be invariable; otherwise it is permissible to specify a minimum and maximum number of directors.

**Item 6**

If restrictions are to be placed on the business the corporation may carry on, set out the restrictions.

**Item 7**

Set out any provisions, permitted by the Act or Regulations to be set out in the by-laws of the corporation, that are to form part of the articles, including any pre-emptive rights or cumulative voting provisions.

**Item 8**

Indicate whether the amalgamation is under section 183 or subsection 184(1) or (2) of the Act.

**Other Notices and Documents**

(1) The articles must be accompanied by a Notice of Registered Office (Form 3), a Notice of Directors (Form 6) and a statutory declaration of a director or authorized officer of each amalgamating corporation in accordance with subsection 185(2) of the Act.

(2) All amalgamating corporations should ensure that all filing requirements contained in the Act have been met.

**Completed documents in duplicate and fees payable to the Receiver General, are to be sent to:**

The Director, Canada Business Corporations Act  
Place du Portage  
Hull, Quebec, Canada  
K1A 0C9

**Présentation**

Tous les documents dont l'envoi au directeur est exigé par la *Loi régissant les sociétés par actions de régime fédéral* doivent être conformes aux articles 5 à 10 du *Règlement sur les sociétés par actions de régime fédéral*.

**Rubrique 1**

Indiquer la dénomination de la société issue de la fusion, laquelle doit satisfaire aux exigences des articles 10 et 12 de la Loi. Si cette dénomination diffère de celle de l'une des sociétés fusionnantes, les statuts de fusion doivent être accompagnés d'un rapport de recherche NUANS couvrant le Canada, dont la date remonte à quatre-vingt-dix (90) jours ou moins avant la date de réception des statuts par le directeur. Si un numéro matricule est demandé en guise de dénomination sociale, il peut être assigné, sans recherche préalable, en vertu du paragraphe 11(2) de la Loi.

**Rubrique 2**

Indiquer le nom de l'endroit et de la province au Canada où le siège social doit être situé. Une adresse précise n'est pas requise.

**Rubrique 3**

Indiquer les détails requis par l'alinéa 6(1)c) de la Loi, y compris les détails des droits, privilèges, restrictions et conditions assortis à chaque catégorie ou série d'actions. Toutes les actions doivent être sans valeur nominale ou sans valeur au pair et doivent être conformes aux dispositions de la partie V de la Loi.

**Rubrique 4**

Si le droit de transfert des actions de la société doit être restreint, inclure une déclaration à cet effet et indiquer la nature de ces restrictions.

**Rubrique 5**

Indiquer le nombre des administrateurs. Si un vote cumulatif est prévu, ce nombre doit être fixe; autrement, il est permis de spécifier un nombre minimal et maximal d'administrateurs.

**Rubrique 6**

Si des limites doivent être imposées à l'activité commerciale de la société, les indiquer.

**Rubrique 7**

Indiquer les dispositions que la Loi ou le règlement permet d'énoncer dans les règlements administratifs de la société et qui doivent faire partie des statuts, y compris les dispositions relatives au vote cumulatif ou aux droits de préemption.

**Rubrique 8**

Indiquer si la fusion est faite en vertu de l'article 183 ou des paragraphes 184(1) ou (2) de la Loi.

**Autres avis et documents**

(1) Les statuts doivent être accompagnés d'un avis de désignation du siège social (formule 3), d'une liste des administrateurs (formule 6) et d'une déclaration solennelle d'un administrateur ou d'un dirigeant autorisé de chaque société fusionnante conformément au paragraphe 185(2) de la Loi.

(2) Les sociétés fusionnantes doivent s'assurer que toutes les exigences de dépôt contenues dans la loi ont été remplies.

**Les documents remplis en double et les droits payables au receveur général doivent être envoyés au :**

Directeur, Loi régissant les sociétés par actions de régime fédéral  
Place du Portage  
Hull (Québec) Canada  
K1A 0C9

**Canada**

THIS IS SCHEDULE "A" attached to and forming part of the Articles of Amalgamation of BUHLER INDUSTRIES INC.

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

Class A Common shares and Class B Common shares. There is no limit to the number of shares that may be issued.

The Class A Common shares and Class B Common shares shall have attached thereto the following conditions:

1. The holders of Class A Common shares and Class B Common shares of the Corporation shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation. The holders of Class A Common shares and the Class B Common shares shall have one (1) vote for each such share held at any such meeting.
2. The holders of outstanding Class A Common and Class B Common shares shall be entitled to receive dividends on such shares as and when declared by the Directors in their discretion rateably among the holders of the Class A Common shares and Class B Common shares.
3. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, all assets of the Corporation shall be distributed amongst the holders of the Class A Common shares and Class B Common shares in the same proportions as their respective common shareholdings.
4. (a) For the purpose of this clause 4:

"Class A Common shares" shall mean Class A Common shares without par value in the capital of the Corporation as such shares were constituted on the issuance of these Articles of Amalgamation and shares of any other class resulting from the reclassification or change of such shares. In the event that by reason of the provisions hereof the Class B Common shares shall be convertible into any other shares or other securities or property of the Corporation or of any other corporation any reference to the conversion of the Class B Common shares pursuant to this clause 4 shall be deemed to refer to and include the conversion of the Class B Common shares into such other shares, securities or property;

"Conversion Basis" at any time shall mean the number of Class A Common shares of the Corporation into which at such time one Class B

Common share shall be convertible in accordance with the provisions of this clause 4;

- (b) Class B Common shareholders shall have the right at any time (subject as hereinafter provided) to convert Class B Common shares into Class A Common shares on the basis of 1 Class A Common share for each Class B Common share converted at any time (the "Conversion Basis") until such time as the original Conversion Basis shall be adjusted as hereinafter provided and thereafter on the adjusted Conversion Basis.
- (c) The conversion privilege herein provided for may be exercised by notice in writing given to the transfer agent for the Class B Common shares at its principal office in the City of Winnipeg or to such other transfer agent at such other city or cities as the Corporation may from time to time appoint, accompanied by the certificate or certificates representing Class B Common shares in respect of which the holder thereof desires to exercise such right of conversion. Such notice shall be signed by such holder or his duly authorized attorney and shall specify the number of Class B Common shares which the holder desires to have converted. The transfer form in the certificate or certificates in question need not be endorsed, except in the circumstances contemplated by subclause (d). If less than all the Class B Common shares represented by a certificate or certificates accompanying any such notice are to be converted the holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Class B Common shares comprised in the certificate or certificates surrendered as aforesaid which are not to be converted.
- (d) On any conversion of Class B Common shares the share certificates for Class A Common shares of the Corporation resulting therefrom shall be issued in the name of the registered holder of the Class B Common shares converted or in such name or names as such registered holder may direct in writing (either in the notice referred to in subclause (c) or otherwise), provided that such registered holder shall pay any applicable security transfer taxes; in any such case the transfer form on the back of the certificates in question shall be endorsed by the registered holder of the Class B Common shares or his duly authorized attorney, with signature guaranteed in a manner satisfactory to the transfer agent.
- (e) Subject as hereinafter provided in this subclause (e), the right of a Class B Common shareholder to convert the same in Class A Common shares shall be deemed to have been exercised, and the registered holders of Class B Common shares to be converted (or any person or persons in whose name or names any such registered holder of Class B Common shares shall have directed certificates representing Class A Common shares to be issued as provided in subclause (d)) shall be deemed to have become holders of Class A Common shares of record of the Corporation for all purposes on the respective dates of surrender of certificates

representing the Class B Common shares to be converted accompanied by notice in writing as provided in subclause (c) hereof, notwithstanding any delay in the delivery of certificates representing the Class A Common shares into which such Class B Common shares have been converted.

- (f) If and whenever at any time the outstanding Class A Common shares of the Corporation shall be subdivided, redivided or changed into a greater or consolidated into a lesser number of shares or reclassified into different shares, the Conversion Basis then in effect shall be appropriately adjusted and any Class B Common shareholder who has not exercised his right of conversion prior to the effective date of such subdivision, redivision, change, consolidation or reclassification shall be entitled to receive and shall accept, upon the exercise of such at any time on the effective date or thereafter, in lieu of the number of Class A Common shares to which he was theretofore entitled upon conversion, the aggregate number of shares of the Corporation that such Class B Common shareholder would have been entitled to receive as a result of such subdivision, redivision, change, consolidation or reclassification if, on the effective date thereof, he had been the registered holder of the number of Class A Common shares to which he was theretofore entitled upon conversion.
- (g) If and whenever at any time there is a capital reorganization of the Corporation not covered by subclause (f) of this clause 4 or a consolidation or merger or amalgamation of the Corporation with or into any other corporation including by way of a sale whereby all or substantially all of the Corporation's undertaking and assets would become the property of any other corporation, any Class B Common shareholder who has not exercised his right of conversion prior to the effective date of such reorganization, consolidation, merger, amalgamation or sale, shall be entitled to receive and shall accept, upon the exercise of such right any time on the effective date or thereafter, in lieu of the number of Class A Common shares to which he was theretofore entitled upon conversion, the aggregate number of shares or other securities or property of the Corporation or of the corporation resulting from the consolidation, merger or amalgamation or to which such sale may be made, as the case may be, that such holder would have been entitled to receive as a result of such capital reorganization, consolidation, merger, amalgamation or sale if, on the effective date thereof, he had been the registered holder of the number of class A Common shares to which he was theretofore entitled upon conversion; provided that no such reorganization, consolidation, merger, amalgamation or sale shall be carried into effect unless, in the opinion of the board of directors, all necessary steps shall have been taken to ensure that the Class B Common shareholders shall thereafter be entitled to receive such number of shares or other securities or property of the Corporation or of the Corporation resulting from the consolidation,

merger or amalgamation or to which such sale may be made, as the case may be, subject to adjustment thereafter in accordance with provisions similar, as nearly as may be, to those contained in this clause 4.

- (h) A Class B Common shareholder on the record date for any dividend declared payable on such share will be entitled to such dividend notwithstanding that such share is converted after such record date and before the payment date of such dividend, and the registered holder of any Class A Common share resulting from any conversion shall be entitled to rank equally with the registered holders of all other Class A Common shares in respect of all dividends declared payable to holders of Class A Common shares of record on any date after the date of conversion. Subject as aforesaid, no payment or adjustment will be made on account of any dividend, accrued or otherwise, on the Class B Common shares converted or the Class A Common shares resulting from any conversion.
  
- (i) The Corporation shall not issue fractional shares upon any conversion of Class B Common shares. If a fractional interest in a Class A Common share would, except for the provisions of this paragraph, be deliverable upon conversion of a Class B Common share the Corporation shall issue a non-voting and non-dividend bearing bearer scrip certificate of the Corporation in respect of such fractional interest, which scrip certificate, when surrendered to the transfer agent for the Class A Common shares at any office for the transfer of Class A Common shares of the Corporation, together with similar scrip certificates representing in the aggregate the right to receive at least one whole Class A Common share, shall be exchangeable for a share certificate or certificates for the full number of Class A Common shares called for by all the scrip certificates so surrendered and a new scrip certificate in respect of any remaining fractional interest in a Class A Common share called for thereby. Such scrip certificate shall become void on such date, not less than two years after the date of issuance thereof, as shall be determined by the directors of the Corporation and stated in such scrip certificate and on such date each such scrip certificate which has become void and the fractional interest represented thereby shall be deemed to have been purchased by the Corporation. Such scrip certificate shall be in such form and contain such reasonable terms and provisions as the directors shall at any time or from time to time determine.