

Minute Book

Example Ventures Inc.

Kept at the registered office: 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7, Canada.

Tab	Contents	Why it is kept
1	Articles and certificate of incorporation, and any amendments	OBCA s. 140(1)(a)
2	By-laws and any amendments	OBCA s. 140(1)(a)
3	Unanimous shareholder agreement, if any	OBCA s. 140(1)(a)
4	Minutes and resolutions of shareholders	OBCA ss. 104(2), 140(1)(b)
5	Minutes and resolutions of directors	OBCA ss. 129(2), 140(2)(b)
6	Register of directors	OBCA s. 140(1)(c)
7	Register of officers	Kept for the officers reported in government filings
8	Securities register	OBCA ss. 140(1)(d), 141(1)
9	Register of transfers	OBCA s. 141(2)
10	Register of individuals with significant control	OBCA ss. 140(1)(f), 140.2
11	Register of ownership interests in land in Ontario	OBCA ss. 140(1)(e), 140.1
12	Consents to act as director	OBCA ss. 5(2), 119(9)
13	Subscriptions for shares and share certificate copies	OBCA ss. 23, 54
14	Government filings: Nuans report (if a word name), initial return, annual returns, notices of change	CIA ss. 2, 3.1, 4
15	Financial statements and audit exemption consents	OBCA ss. 148, 154
16	Accounting records (kept at least six years)	OBCA s. 140(2)

Corporation number: _____. Incorporated: _____.

Articles of Incorporation: Data Sheet

Example Ventures Inc.

Enter these details when you file. Check each one against your own records before you submit.

Item	What to enter
Jurisdiction	Ontario, Business Corporations Act
Corporate name	Example Ventures Inc.
Nuans report	Ontario-biased report. Reference: 123456789. Date: September 15, 2026. It must be dated no more than 90 days before you file.
Official email for the corporation	office@example.com
Main business activity (for the NAICS code)	Software publishing
Registered office address	100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7, Canada
Number of directors	Minimum 1, maximum 10
Director 1	Alex Founder. Address for service: 1 Example Road, Toronto, Ontario M5V 2T6, Canada. Resident Canadian: yes.
Director 2	Sam Cofounder. Address for service: 2 Example Road, Toronto, Ontario M5V 2T7, Canada. Resident Canadian: no.
Incorporators (sign the articles)	Alex Founder; Sam Cofounder
Classes and maximum number of shares	An unlimited number of common shares
Rights, privileges, restrictions and conditions	Not applicable (one class of shares)
Restrictions on share transfers	Choose the registry's predefined text restricting share transfers without the approval of the directors or the shareholders
Other provisions	Choose the registry's predefined text restricting transfers of securities other than non-convertible debt securities
Restrictions on the business	None
Effective date	The date the registry receives the articles

How to file

1. Check your Nuans report. It must be an Ontario-biased report dated no more than 90 days before you file. Check it for similar names, and keep it at the registered office.
2. Sign in to the Ontario Business Registry. Use your Ontario.ca login and choose Incorporate an Ontario Business Corporation.
3. Enter the data sheet. Enter each item on the data sheet. For shares, choose the predefined text for one class of common shares and the transfer restrictions.
4. Have each incorporator sign the articles. When prompted, save the PDF of the articles and have every director sign it, by hand or electronically. Keep the signed copy at the registered office.
5. File and pay. Pay the CAD 300 fee by credit or debit card. The certificate of incorporation, the articles and the company key arrive by email.
6. Sign the organizational documents. Fill in the corporation number and date. Directors sign their resolutions and consents. Each shareholder signs a subscription and pays for their shares. Then

the shareholders sign their resolutions.

7. File the initial return within 60 days. In the Ontario Business Registry with the company key. No fee.
8. Keep the minute book at the registered office. Put the signed documents behind the tabs in the minute book index.

General By-law No. 1

A by-law about the business and affairs of Example Ventures Inc.

The directors of Example Ventures Inc. make this by-law.

1. Interpretation

- 1.1 In this by-law, “Act” means the Business Corporations Act (Ontario) and its regulations, as amended or replaced; “Corporation” means Example Ventures Inc.; “board” means the board of directors of the Corporation; and “shareholders’ meeting” means an annual or special meeting of shareholders. Other words defined in the Act have the same meaning here.
- 1.2 If this by-law conflicts with the Act, the articles or a unanimous shareholder agreement, the Act, the articles or the unanimous shareholder agreement prevails.
- 1.3 Anything this by-law allows the board to do by resolution may also be done by a resolution in writing signed by all the directors entitled to vote on it.

2. General matters

- 2.1 Registered office. The registered office is at the address set out in the articles or last changed as the Act allows. The board may change the address within the same municipality or geographic township by resolution. A move to another municipality or geographic township in Ontario needs a special resolution of the shareholders.
- 2.2 Seal. The Corporation need not have a corporate seal. The board may adopt one.
- 2.3 Financial year. The board sets the Corporation’s financial year end by resolution and may change it.
- 2.4 Signing documents. Contracts, cheques and other documents may be signed for the Corporation by any director or officer, or by any other person the board authorizes by resolution. The board may limit this authority. Signatures may be handwritten or, where the law allows, electronic.
- 2.5 Banking. The board decides by resolution which banks or other financial institutions the Corporation uses and who may sign or give instructions on its accounts.
- 2.6 Records. The Corporation keeps the records the Act requires at its registered office or at another place in Ontario the board designates. Records may be kept in any form the Act permits, with adequate precautions against falsification.

3. Directors

- 3.1 Duties. Subject to any unanimous shareholder agreement, the board manages or supervises the management of the business and affairs of the Corporation.
- 3.2 Number. The board has the number of directors set out in the articles. If the articles set a minimum and a maximum, the number is set by special resolution of the shareholders or, if a special resolution allows it, by resolution of the board. Until then, the number is the number of first directors named in the articles.

- 3.3 Who can be a director. A director must be an individual who is at least 18 years old, has not been found incapable of managing property under Ontario law or incapable by a court in Canada or elsewhere, and does not have the status of bankrupt. A director need not hold shares.
- 3.4 Election and term. The shareholders elect directors by ordinary resolution at each annual meeting at which an election is needed. A director's term ends no later than the close of the third annual meeting after the election. A director elected without a stated term holds office until the close of the next annual meeting. If no directors are elected, the directors in office continue until their successors are elected.
- 3.5 Consent. The election or appointment of a director takes effect only once the person consents in writing. The consent should be given before, or within 10 days after, the election or appointment. A director re-elected or re-appointed with no break in office does not need a new consent.
- 3.6 Removal. The shareholders may remove a director by ordinary resolution at a shareholders' meeting, subject to the rights the Act gives the director.
- 3.7 Vacancies. Subject to the Act and the articles, the directors in office, if they are a quorum, may fill a vacancy on the board. A person appointed or elected to fill a vacancy holds office for the rest of the predecessor's term.
- 3.8 Pay and expenses. The board may set the pay of the directors, officers and employees. Directors are reimbursed for reasonable expenses of attending meetings and doing the Corporation's business.

4. Board meetings

- 4.1 Calling a meeting. The chair of the board, if there is one, the president or any director may call a board meeting.
- 4.2 Notice. Notice of the time of a board meeting, and its place if it has one, is given to each director at least 48 hours before the meeting, by email, telephone, delivery or mail to the director's latest contact details in the Corporation's records. The notice need not state the purpose of the meeting unless the Act requires it. If directors may attend by telephone or video, the notice says how. A director may waive notice in any manner, and attending a meeting waives notice unless the director attends only to object that the meeting was not lawfully called.
- 4.3 Place and electronic meetings. A board meeting may be held anywhere, in person, entirely by telephone or video, or by a mix of both, as long as everyone attending can communicate with each other simultaneously and instantaneously. A director who attends that way is present.
- 4.4 Quorum. A majority of the number of directors, or of the minimum number of directors in the articles, is a quorum. If the Corporation has fewer than three directors, all of them must be present.
- 4.5 One director. If the Corporation has only one director, that director may constitute a meeting.
- 4.6 Voting. Each director has one vote. Questions are decided by a majority of the votes cast. The chair of the meeting has no second or casting vote.
- 4.7 Written resolutions. A resolution in writing signed by all the directors entitled to vote on it is as

valid as if it had been passed at a meeting. It may be signed in separate copies, which together form one resolution. A copy is kept with the minutes of the board.

- 4.8 Conflicts of interest. A director or officer who is a party to a material contract or transaction with the Corporation, or who is a director or officer of, or has a material interest in, a party to one, must disclose the nature and extent of the interest in writing or ask to have it entered in the minutes, at the time the Act requires. The director does not attend the part of a meeting where it is discussed and does not vote on it, except as the Act allows.

5. Officers

- 5.1 Appointment. The board may designate the offices of the Corporation, appoint officers, set their duties and delegate to them powers to manage the business and affairs of the Corporation, except powers the Act reserves to the board. A director may be an officer, and one person may hold more than one office. Officers hold office at the board's pleasure.
- 5.2 President. Unless the board decides otherwise, the president is the chief executive officer and manages the business of the Corporation under the board's supervision.
- 5.3 Secretary. Unless the board decides otherwise, the secretary keeps the minutes and records of the Corporation, gives the notices it must give, and keeps the registers the Act requires.
- 5.4 Treasurer. Unless the board decides otherwise, the treasurer keeps adequate accounting records and handles the Corporation's money under the board's direction.
- 5.5 Vacant offices. If no one holds an office, the president, or if there is none the board, performs its duties.

6. Protection of directors and officers

- 6.1 Standard of care. Every director and officer must act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this by-law relieves a director or officer of the duty to act in accordance with the Act or from liability for breaching it.
- 6.2 Indemnity. To the fullest extent the Act permits, the Corporation indemnifies each present and former director and officer, and each individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association.
- 6.3 Limits. The Corporation does not indemnify an individual who did not act honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, the other entity. For a criminal or administrative proceeding enforced by a monetary penalty, the individual must also have had reasonable grounds for believing their conduct was lawful. Indemnity in an action by or on behalf of the Corporation or the other entity requires the approval of a court.
- 6.4 Advances. The Corporation may advance money for these costs. The individual repays it if they do not meet the conditions in section 6.3.

- 6.5 Insurance. The Corporation may buy and maintain insurance for the benefit of these individuals, as the Act allows.

7. Shares

- 7.1 Issuing shares. Subject to the articles, the by-laws and any unanimous shareholder agreement, the board may issue shares at the times, to the persons and for the consideration it decides. A share is not issued until it is fully paid in money, or in property or past services that are worth no less than the money the Corporation would have received if the share had been issued for money.
- 7.2 Certificates. A share may be represented by a certificate or be uncertificated. The board may decide by resolution that any class or series of shares is uncertificated, but that does not apply to a share represented by a certificate until the certificate is surrendered. Within a reasonable time after issuing or transferring an uncertificated share, the Corporation sends the holder a written notice with the information a share certificate would state. A certificate is signed by at least one director or officer, and the signature may be printed or reproduced.
- 7.3 Registers and transfers. The Corporation keeps a securities register and a register of transfers as the Act requires. A transfer is recorded only when the Corporation receives the certificate, if there is one, properly endorsed, or another proper instrument of transfer, together with any approval the articles require.
- 7.4 Lost certificates. If a certificate is lost, destroyed or wrongfully taken, the board may issue a replacement on the terms it sets, as the law allows.
- 7.5 Joint holders. If shares are held jointly, a notice given to the first-named holder is notice to all of them.

8. Dividends

- 8.1 Declaring dividends. Subject to the articles and any unanimous shareholder agreement, the board may declare dividends. The board may not declare, and the Corporation may not pay, a dividend if there are reasonable grounds for believing that the Corporation is, or after the payment would be, unable to pay its liabilities as they become due, or that the realizable value of its assets would then be less than the total of its liabilities and its stated capital of all classes.
- 8.2 Paying dividends. Dividends may be paid by cheque, electronic transfer or any other method the board decides.

9. Shareholders' meetings

- 9.1 Annual meeting. The board calls an annual meeting no later than 18 months after the Corporation comes into existence and then no later than 15 months after the last annual meeting, unless the shareholders deal with all the business of the meeting by written resolution.
- 9.2 Special meetings. The board may call a special meeting of shareholders at any time.
- 9.3 Place and electronic meetings. A shareholders' meeting may be held in person, entirely by telephone or video, or by a mix of both, as long as everyone entitled to attend can reasonably participate. A person who attends that way is present.

- 9.4 Notice. Notice of the time and place of a shareholders' meeting is sent to each shareholder entitled to vote, each director and the auditor, if any, not less than 10 days and not more than 50 days before the meeting. If the meeting is held entirely by telephone or video, the notice need not state a place. Notice of any special business states its nature in enough detail for a shareholder to form a reasoned judgment, and includes the text of any special resolution or by-law to be submitted. If people may attend by telephone or video, the notice says how.
- 9.5 Waiver of notice. A shareholder or anyone else entitled to attend may waive notice of a meeting in any manner, and attending waives notice unless the person attends only to object that the meeting was not lawfully called.
- 9.6 Chair. The president, or another person chosen by the shareholders present, chairs the meeting.
- 9.7 Quorum. The holders of a majority of the shares entitled to vote at the meeting, present in person or by proxy, are a quorum. If the Corporation has only one shareholder, or only one holder of a class or series of shares, that shareholder present in person or by proxy constitutes a meeting.
- 9.8 Voting. Unless the articles say otherwise, each share carries one vote. Voting is by show of hands, by ballot if anyone entitled to vote asks for one, or by any electronic means the chair considers reliable. Questions are decided by a majority of the votes cast unless the Act, the articles or this by-law require more. The chair has no second or casting vote.
- 9.9 Proxies. A shareholder entitled to vote may appoint a proxyholder, who need not be a shareholder, by a proxy signed as the Act allows. The board may set a deadline of up to 48 hours before the meeting, not counting Saturdays and holidays, for depositing proxies, and states it in the notice.
- 9.10 Written resolutions. A resolution in writing signed by all the shareholders entitled to vote on it is as valid as if it had been passed at a meeting, and one that deals with all the business a meeting must deal with satisfies all the Act's requirements for that meeting. While the Corporation is not an offering corporation, a resolution in writing signed by the holders of a majority of the shares entitled to vote on it is as valid as an ordinary resolution passed at a meeting, and the Corporation gives written notice of it to the shareholders entitled to vote who did not sign, within 10 business days, as the Act requires.

10. Notices

- 10.1 Giving notice. A notice or document may be delivered personally, sent by prepaid mail or courier to the recipient's latest address in the Corporation's records, or sent electronically to the latest email address the recipient has given, where the Act allows it.
- 10.2 Failure of notice. An accidental failure to give notice to anyone, or anyone's failure to receive it, does not invalidate anything done at a meeting.

11. Coming into force

- 11.1 This by-law takes effect when the board makes it. The board submits it to the shareholders at their next meeting, or in a written resolution, to be confirmed, rejected or amended as the Act provides.

Made by the board of directors on _____.

Confirmed by the shareholders on _____.

Resolutions of the Directors

Example Ventures Inc.

The directors pass the following resolutions in writing, as the Business Corporations Act (Ontario) allows. Signed by all the directors, they are as valid as if passed at a meeting of the board.

By-law

1. General By-law No. 1, in the form kept with these resolutions, is made a by-law of the Corporation, and is to be submitted to the shareholders for confirmation.

Records and share certificates

2. The minute book, the registers and the form of share certificate kept with these resolutions are adopted. The records are kept at the registered office.

Issue of shares

Disclosure: Alex Founder and Sam Cofounder are directors who are subscribing for shares below, and have disclosed that interest to the Corporation by signing these resolutions.

3. The subscription of Alex Founder for 600,000 common shares at CAD 0.001 per share is accepted. The directors determine that the consideration for these shares is CAD 600 in money. When the Corporation has received the full consideration, the shares are issued to Alex Founder as fully paid and non-assessable, share certificate C-1 is issued, and CAD 600 is added to the stated capital account for the common shares.
4. The subscription of Sam Cofounder for 400,000 common shares at CAD 0.001 per share is accepted. The directors determine that the consideration for these shares is CAD 400 in money. When the Corporation has received the full consideration, the shares are issued to Sam Cofounder as fully paid and non-assessable, share certificate C-2 is issued, and CAD 400 is added to the stated capital account for the common shares.

Officers

5. The following are appointed officers of the Corporation, to hold office at the pleasure of the board: Alex Founder, President; Sam Cofounder, Secretary.

Financial year

6. The financial year of the Corporation ends on December 31 in each year.

Banking

7. The Corporation may open accounts with Example Bank. Any director or officer may sign cheques and give instructions on the Corporation's accounts, subject to any limits the board sets.

Government filings

8. Any director or officer is authorized to prepare, verify and file the Corporation's initial return under the Corporations Information Act within 60 days after incorporation, and its later annual returns and notices of change.
9. Any director or officer is authorized to sign all documents and do all things needed to carry out these resolutions.

Signed by all the directors:

Alex Founder, Director

Sam Cofounder, Director

Date: _____

Resolutions of the Shareholders

Example Ventures Inc.

The shareholders pass the following resolutions in writing, as the Business Corporations Act (Ontario) allows. Signed by all the shareholders entitled to vote, they are as valid as if passed at a meeting of shareholders.

Confirmation of by-law

1. General By-law No. 1, made by the directors, is confirmed without amendment.

Number of directors

2. As a special resolution: the number of directors is fixed at 2, and the directors are empowered to determine by resolution, from time to time, the number of directors within the minimum of 1 and the maximum of 10 set out in the articles.

No auditor for the first financial year

3. Each shareholder consents to the Corporation being exempt, for its first financial year, from the requirements of the Act regarding the appointment and duties of an auditor.

Signed by all the shareholders:

Alex Founder

Sam Cofounder

Date: _____

Subscription for Shares

Example Ventures Inc.

To the directors of Example Ventures Inc.:

I, Alex Founder, subscribe for 600,000 common shares of the Corporation at CAD 0.001 per share, for a total of CAD 600. I will pay CAD 600 to the Corporation in money before the shares are issued. Please issue the shares in the name of Alex Founder and record this address in the securities register: 1 Example Road, Toronto, Ontario M5V 2T6, Canada.

For the register of individuals with significant control: no one other than the subscriber owns these shares or has control or direction over them, and the subscriber has no agreement to exercise the rights attached to them jointly or in concert with anyone, except: _____.

Alex Founder

Date: _____

Subscription for Shares

Example Ventures Inc.

To the directors of Example Ventures Inc.:

I, Sam Cofounder, subscribe for 400,000 common shares of the Corporation at CAD 0.001 per share, for a total of CAD 400. I will pay CAD 400 to the Corporation in money before the shares are issued. Please issue the shares in the name of Sam Cofounder and record this address in the securities register: 2 Example Road, Toronto, Ontario M5V 2T7, Canada.

For the register of individuals with significant control: no one other than the subscriber owns these shares or has control or direction over them, and the subscriber has no agreement to exercise the rights attached to them jointly or in concert with anyone, except: _____.

Sam Cofounder

Date: _____

Consent to Act as a Director

Example Ventures Inc.

I, Alex Founder, consent to act as a director of Example Ventures Inc. My address for service is 1 Example Road, Toronto, Ontario M5V 2T6, Canada. I confirm that I am at least 18 years old, that I have not been found incapable of managing property or declared incapable by a court, and that I am not bankrupt.

Alex Founder

Date: _____

Consent to Act as a Director

Example Ventures Inc.

I, Sam Cofounder, consent to act as a director of Example Ventures Inc. My address for service is 2 Example Road, Toronto, Ontario M5V 2T7, Canada. I confirm that I am at least 18 years old, that I have not been found incapable of managing property or declared incapable by a court, and that I am not bankrupt.

Sam Cofounder

Date: _____

A first director named in the articles who does not sign the articles as an incorporator must instead sign Ontario's approved Consent to Act as First Director (form 5260), kept at the registered office.

Example Ventures Inc.

Incorporated under the law of the Province of Ontario

Certificate C-1: 600,000 Common shares

This certifies that Alex Founder is the registered holder of 600,000 fully paid and non-assessable common shares of Example Ventures Inc.

The transfer of the shares represented by this certificate is restricted by the articles of the Corporation.

Director or officer

Date of issue: _____

Example Ventures Inc.

Incorporated under the law of the Province of Ontario

Certificate C-2: 400,000 Common shares

This certifies that Sam Cofounder is the registered holder of 400,000 fully paid and non-assessable common shares of Example Ventures Inc.

The transfer of the shares represented by this certificate is restricted by the articles of the Corporation.

Director or officer

Date of issue: _____

Registers

Example Ventures Inc.

Register of directors

Name	Residence address	Email	Became a director	Ceased to be a director
Alex Founder	1 Example Road, Toronto, Ontario M5V 2T6, Canada	alex@example.com	_____	
Sam Cofounder	2 Example Road, Toronto, Ontario M5V 2T7, Canada		_____	

Register of officers

Name	Office	Appointed	Ceased
Alex Founder	President	_____	
Sam Cofounder	Secretary	_____	

Securities register

Name	Address	Email	Number and class	Date and particulars of issue
Alex Founder	1 Example Road, Toronto, Ontario M5V 2T6, Canada		600,000 Common shares	Issued _____, certificate C-1, CAD 0.001 per share, CAD 600 paid in money
Sam Cofounder	2 Example Road, Toronto, Ontario M5V 2T7, Canada		400,000 Common shares	Issued _____, certificate C-2, CAD 0.001 per share, CAD 400 paid in money

Register of transfers

No transfers recorded.

Register of individuals with significant control

Name	Date of birth	Latest known address	Tax residence	Became ISC	Ceased	How they have significant control
Alex Founder	January 1, 1990	1 Example Road, Toronto, Ontario M5V 2T6, Canada	Canada	_____		60% of the votes and 60% of the shares by value, held directly or through entities they control or direct

Sam Cofounder	February 2, 1991	2 Example Road, Canada Toronto, Ontario M5V 2T7, Canada	_____	40% of the votes and 40% of the shares by value, held directly or through entities they control or direct
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Steps taken to identify individuals with significant control and keep this register up to date:

1. Identified the individuals with significant control from the subscriptions and share issuances made at incorporation.
2. Asked each subscriber, in their subscription, whether anyone else owns, controls or directs their shares.

Shareholders and creditors have no right to examine this register. Review it at least once each financial year and record new information within 15 days of learning it.

Register of ownership interests in land in Ontario

No ownership interests in land in Ontario recorded. For each property acquired, record the property, the date acquired and, later, the date disposed of, and keep with this register a copy of the deed or transfer showing the municipal address, the registry or land titles division and property identifier number, the legal description and the assessment roll number.