

Attachment 9: Proof of Incorporation



Northwest
Territories Canada

NO. ET 3957

**Certificate
of
REGISTRATION
Companies Act**

I hereby Certify THAT 139675 CANADA LTD.

A BODY CORPORATE UNDER THE LAWS OF
CANADA IS THIS DAY REGISTERED AS AN
EXTRA-TERRITORIAL COMPANY UNDER
PART VII OF THE COMPANIES ACT OF THE
NORTHWEST TERRITORIES AS NUMBER
ET 3957.



Given *under my hand and seal at*

Yellowknife this NINTH *day of*

DECEMBER *, one thousand*

nine hundred and EIGHTY-SEVEN

[Signature]
DEPUTY REGISTRAR OF COMPANIES



STATEMENT OF AN
EXTRA-TERRITORIAL COMPANY
COMPANIES ORDINANCE
FORM 12



NAME OF COMPANY
139675 CANADA LTD.

1. PLACE OF INCORPORATION, AMALGAMATION OR MERGER: CANADA <small>PROVINCE, TERRITORY, STATE OR COUNTRY</small>	2. DATE OF INCORPORATION, AMALGAMATION OR MERGER: 05 02 1985 <small>DAY MONTH YEAR</small>
3. THE FULL ADDRESS OF THE HEAD OFFICE OUTSIDE THE NORTHWEST TERRITORIES IS: (INCLUDE POSTAL CODE) 237 - 4th Avenue S.W. CALGARY, ALBERTA T2P 0H6	4. THE FULL ADDRESS OF THE REGISTERED OFFICE WITHIN THE NORTHWEST TERRITORIES IS: (INCLUDE POSTAL CODE) 4908 - 49th Street P.O. Box 818 YELLOWKNIFE, N.W.T. X1A 2N6

5. AS AT THE DATE HEREOF, THE COMPANY IS A VALID AND SUBSISTING CORPORATION, LEGALLY AUTHORIZED TO TRANSACT BUSINESS UNDER ITS CHARTER AND REGULATIONS.
6. DOES THIS COMPANY CARRY ON BUSINESS FOR GAIN? YES NO

7. THE DIRECTORS OF THE COMPANY AS OF THE DATE HEREOF ARE

NAME EDWARD J. EVANS	NAME
MAILING ADDRESS 237 - 4th Avenue S.W. Calgary, Alberta T2P 0H6	MAILING ADDRESS
NAME FRANCES FERGUSON	NAME
MAILING ADDRESS 237 - 4th Avenue S.W. Calgary, Alberta T2P 0H6	MAILING ADDRESS
NAME SUSAN M. MENDONCA	NAME
MAILING ADDRESS 237 - 4th Avenue S.W. Calgary, Alberta T2P 0H6	MAILING ADDRESS
NAME	NAME
MAILING ADDRESS	MAILING ADDRESS
NAME	NAME
MAILING ADDRESS	MAILING ADDRESS
NAME	NAME
MAILING ADDRESS	MAILING ADDRESS

8. THE COMPANY HEREBY APPOINTS THE FOLLOWING INDIVIDUAL AS ITS ATTORNEY UNDER THE COMPANIES ORDINANCE, TO ACCEPT SERVICE OF PROCESS IN ALL SUITS AND PROCEEDINGS BY OR AGAINST THE COMPANY WITHIN THE NORTHWEST TERRITORIES, AND ON ITS BEHALF TO RECEIVE THEREIN ALL LAWFUL NOTICES TO THE COMPANY, AND THE COMPANY AGREES THAT SUCH SERVICE AND NOTIFICATION SHALL BE LEGAL AND BINDING.

NAME Richard I. Hardy	OCCUPATION Barrister & Solicitor
ADDRESS FOR SERVICE 4908 - 49th Street P.O. Box 818 Yellowknife, N.W.T. X1A 2N6	

FORWARD BOTH COPIES TOGETHER WITH THE FILING FEE MADE PAYABLE TO THE GOVERNMENT OF THE NORTHWEST TERRITORIES TO:
Registrar of Companies
Department of Justice and Public Services
Government of the Northwest Territories
Yellowknife, Northwest Territories
X1A 2L9
(One endorsed copy will be returned)

9. THE COMPANY HEREBY APPOINTS THE FOLLOWING INDIVIDUAL AS AN ALTERNATE ATTORNEY UNDER S.164(4) OF THE COMPANIES ORDINANCE:

NOTE: ONLY WHERE THE ATTORNEY IS A MEMBER OF A FIRM OR THE MANAGER FOR THE COMPANY IN THE NORTHWEST TERRITORIES; MAY ANY OTHER MEMBER OF THE FIRM OR ANY ASSISTANT MANAGER FOR THE COMPANY IN THE NORTHWEST TERRITORIES BE APPOINTED AS AN ALTERNATE ATTORNEY.

NAME XXXXXXXXXXXX Joel W. Fournier	OCCUPATION Barrister & Solicitor
ADDRESS FOR SERVICE 4908 - 49th Street P.O. Box 818 Yellowknife, N.W.T. X1A 2N6	

10. THIS STATEMENT IS ACCOMPANIED BY A COPY OF THE CHARTER AND REGULATIONS OF THE COMPANY, VERIFIED IN A MANNER SATISFACTORY TO THE REGISTRAR.

IN WITNESS WHEREOF THE COMMON SEAL OF THE COMPANY WAS AFFIXED HERETO IN THE PRESENCE OF ITS PROPER OFFICER(S) IN THAT BEHALF ON THE 29th DAY OF October, 1987

James Argue
DIRECTOR

Susan Mendonca
SECRETARY

IN THE MATTER OF THE COMPANIES' ORDINANCE AND

CANADA NORTHWEST TERRITORIES TO WIT: 139675 CANADA LTD.
(COMPANY NAME)

I, SUSAN M. MENDONCA (NAME) OF CALGARY, ALBERTA (PLACE)
(POSITION TITLE) SECRETARY OF 139675 CANADA LTD. (COMPANY NAME)

DO SOLEMNLY DECLARE THAT I AM

AND THAT THE PARTICULARS SET FORTH IN THE FOREGOING STATEMENT ARE TRUE AND CORRECT AND I MAKE THIS SOLEMN DECLARATION CONSCIENTIOUSLY BELIEVING IT TO BE TRUE, AND KNOWING THAT IT IS OF THE SAME FORCE AND EFFECT AS IF MADE UNDER OATH AND BY VIRTUE OF THE CANADA EVIDENCE ACT.

DECLARED BEFORE ME AT CALGARY
IN THE PROVINCE OF ALBERTA THIS
29th DAY OF October, 1987

Faralee Chanin
NOTARY PUBLIC ET AL
FARALEE ALLYN CHANIN

Susan Mendonca
SIGNATURE OF DECLARANT

CONSENT

I, RICHARD I. HARDY, HEREBY CONSENT TO ACT AS THE ATTORNEY OF THE COMPANY FOR THE PURPOSES SPECIFIED IN PARAGRAPH 8 OF THE FOREGOING STATEMENT.

DATED THIS 30th DAY OF November, 1987

Kelli Hinchey
SIGNATURE OF WITNESS

NAME OF WITNESS
Kelli Hinchey
ADDRESS
P.O. Box 818
Yellowknife, N.W.T., X1A 2N6

[Signature]
SIGNATURE OF ATTORNEY

CONSENT

I, JOEL W. FOURNIER, HEREBY CONSENT TO ACT AS THE ALTERNATE ATTORNEY OF THE COMPANY FOR THE PURPOSES SPECIFIED IN PARAGRAPH 8 OF THE FOREGOING STATEMENT.

DATED THIS 30th DAY OF November, 1987

Kelli Hinchey
SIGNATURE OF WITNESS

NAME OF WITNESS
Kelli Hinchey
ADDRESS
P.O. Box 818
Yellowknife, N.W.T., X1A 2N6

Joel Fournier
SIGNATURE OF ALTERNATE ATTORNEY



Consumer and
Corporate Affairs Canada

Consommation
et Corporations Canada

Canada Business
Corporations Act

Loi sur les sociétés
commerciales canadiennes

REGISTERED
<i>09 December 1987</i>
<i>[Signature]</i>
DEPUTY REGISTRAR OF COMPANIES YELLOWKNIFE, NORTHWEST TERRITORIES No. <u>ET 3957</u>

I HEREBY CERTIFY THAT THE ATTACHED
IS A TRUE COPY OF THE DOCUMENT
MAINTAINED IN THE RECORDS OF THE
DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES,
QUE LE DOCUMENT CI-JOINT EST UNE
COPIE EXACTE D'UN DOCUMENT
CONTENU DANS LES LIVRES TENUS
PAR LE DIRECTEUR.

Elaine M. Collins

DEPUTY DIRECTOR / DIRECTEUR ADJOINT

DATE 01/10/87



**Restated Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat de constitution
à jour**

**Loi sur les sociétés
commerciales canadiennes**

139675 CANADA LTD.

184920-4

Name of corporation - Dénomination de la société

Number - Numéro

I hereby certify that the Articles of Incorporation of the above-mentioned Corporation were restated under Section 174 of the Canada Business Corporations Act as set out in the attached Restated Articles of incorporation.

Je certifie par les présentes que les statuts constitutifs de la société mentionnée ci-haut ont été mis à jour en vertu de l'article 174 de la Loi sur les sociétés commerciales canadiennes, tel qu'indiqué dans les statuts de mise à jour ci-joints.

Director - Directeur

September 25, 1987
le 25 septembre 1987

Effective Date of Restatement
Date d'entrée en vigueur de la mise à jour

1 - Name of Corporation - Dénomination de la société 139675 CANADA LTD.	Corporation No. - N° de la société 184920 - 4
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2 - The place in Canada where the registered office is situated YELLOWKNIFE, NORTHWEST TERRITORIES	Lieu au Canada où est situé le siège social
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3 - The classes and any maximum number of shares that the corporation is authorized to issue One class of shares, unlimited in number.	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
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4 - Restrictions if any on share transfers No shares of the corporation shall be transformed unless and until such transfer shall be approved by the board of directors of the corporation.	Restrictions sur le transfert des actions s'il y a lieu
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5 - Number (or minimum and maximum number) of directors Minimum - 3 Maximum - 5	Nombre (ou nombre minimum et maximum) d'administrateurs
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6 - Restrictions if any on business the corporation may carry on None	Limites imposées quant aux activités que la société peut exploiter, s'il y a lieu. -
---------------------------------------------------------------------------------	--------------------------------------------------------------------------------------

7 - Other provisions if any (a) The number of shareholders in the corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and (b) Any invitation to the public to subscribe for securities of the corporation is prohibited.	Autres dispositions s'il y a lieu
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The foregoing restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Cette mise à jour des statuts constitutifs démontre exactement sans changement substantif les dispositions correspondantes des statuts constitutifs tels que modifiés et remplacent les statuts constitutifs originaux.

Date September 24, 1987	Signature <i>Susan Mendonca</i>	Description of Office - Description du poste Secretary
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FOR DEPARTMENTAL USE ONLY

À L'USAGE DU MINISTÈRE SEULEMENT

6 / 14

Filed - Déposé

SEP 30 1987 GNWT1001537722

To all to whom these presents may come, be seen or known

I, Susan M. Mendonca

A NOTARY PUBLIC IN AND FOR THE PROVINCE OF Alberta

BY ROYAL AUTHORITY DULY APPOINTED, residing at Calgary, Alberta

in the said Province DO CERTIFY AND ATTEST that the paper writing hereunto annexed is a TRUE COPY of a document produced to me and purporting to be

the certificate and articles of incorporation of 139675 Canada Ltd. (as identified by my initials "SMM")

REGISTERED
09 December 1987
<i>S.M. Mendonca</i>
DEPUTY REGISTRAR OF COMPANIES YELLOWKNIFE, NORTHWEST TERRITORIES NO. ET 3957

Government of the Northwest Territories

THE SAID COPY having been compared by me with the said original document, an act whereof being requested, I HAVE GRANTED the same under my notarial form and seal of office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my seal of office at the 30th day of November A.D. 1987

Susan Mendonca S.M. MENDONCA
A Notary Public in and for the Province of Alberta



Certificate of Incorporation

**Canada Business
Corporations Act**

Certificat de constitution

**Loi sur les sociétés
commerciales canadiennes**

139675 CANADA LTD.

184920-4

Name of Corporation — Dénomination de la société

Number — Numéro

I hereby certify that the above-mentioned Corporation, the Articles of Incorporation of which are attached, was incorporated under the Canada Business Corporations Act.

Je certifie par les présentes que la société mentionnée ci-haut, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la Loi sur les sociétés commerciales canadiennes.

Fredrick H. Spachig

Director — Directeur

February 5, 1985

Date of Incorporation — Date de constitution



FORM 1

FORMULE 1

ARTICLES OF INCORPORATION
(SECTION 6)

STATUTS CONSTITUTIFS
(ARTICLE 6)

1 - Name of Corporation / Dénomination de la société

139675 Canada Ltd.

2 - The place in Canada where the registered office is to be situated / Lieu au Canada où doit être situé le siège social

Calgary, Alberta

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

One class of share, unlimited in number

4 - Restrictions if any on share transfers / Restrictions sur le transfert des actions, s'il y a lieu

No shares of the corporation shall be transferred unless and until such transfer shall be approved by the board of directors of the corporation.

5 - Number (or minimum and maximum number) of directors / Nombre (ou nombre minimum et maximum) d'administrateurs

Minimum - 3; Maximum - 5

6 - Restrictions if any on business the corporation may carry on / Limites imposées quant aux activités commerciales que la société peut exploiter, s'il y a lieu.

None

7 - Other provisions if any / Autres dispositions s'il y a lieu

(a) The number of shareholders in the corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and
(b) Any invitation to the public to subscribe for securities of the corporation is prohibited.

8 - Incorporators / Fondateurs

Names - Noms	Address (include postal code) Adresse (inclure le code postal)	Signature
MENDONCA, Susan M.	36 Bernard Way N.W., Calgary, Alberta. T3K 2E9	Susan Mendonca

FOR DEPARTMENTAL USE ONLY / À L'USAGE DU MINISTÈRE SEULEMENT

Corporation No. - No de la société / Filed - Déposée

184920-4

5/2/85

GNWT1001537725

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of 139675 CANADA LTD. (hereinafter called the "corporation").

SEAL

1. The corporation may have a corporate seal or seals, which shall be such as the board of directors may from time to time determine.

FINANCIAL YEAR

2. The financial year of the corporation shall terminate on such date in each year as the board of directors may from time to time determine.

DIRECTORS

3. Calling of Meetings. Meetings of the board of directors shall be held from time to time and at such place as the board of directors, chairman of the board, the managing director, the president, or any director may determine.

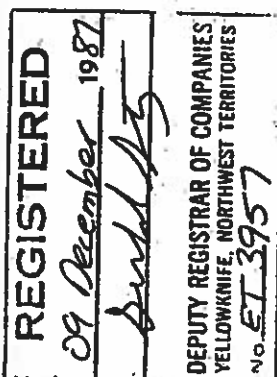
4. Notice of Meeting. Notice of a meeting of the board of directors shall be sufficiently given if not less than 24 hours before the time when the meeting is to be held, the notice is delivered personally to the person to whom it is to be given or if delivered to the person's latest address as recorded in the records of the corporation (hereinafter referred to as the "record address"), or if mailed to the person's recorded address or if sent to the person's recorded address by any means of prepaid transmitted or recorded communication; provided that meetings of the board of directors may be held without formal notice if all the directors are present and do not object to formal notice not having been given or those absent waive notice in any manner before or after the meeting.

5. Meetings by Telephone. If all the directors consent, a director may participate in a meeting of the board of the directors or of a committee of the board of directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board of directors and of committees of the board of directors held while a director holds office.

Certified to be a true copy of by-law no.1 of 139675 Canada Ltd. enacted by the board of directors of the corporation on February 28, 1985, which remained and still is in full force and effect this 29th day of October, 1987.

Susan Mendonca

Secretary, 139675 Canada Ltd. 1001537726



6. First Meeting of New Board of Directors. Provided a quorum of directors is present, each newly elected board of directors may without notice hold its first meeting immediately following the meeting of shareholders at which such board of directors is elected.

7. Chairman. The chairman of any meeting of the board of directors shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, managing director, president, or a vice-president who is a director. If no such officer is present, the directors present shall choose one of their number to be chairman.

8. Quorum and Voting. At all meetings of the board of directors, two of the directors shall form a quorum for the transaction of business, and every question shall be decided by a majority of the votes on the question. In case of any equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

OFFICERS

9. The board of directors may from time to time appoint a chairman of the board, a managing director, a president, one or more vice-presidents (before or after which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the board of directors may determine, including one or more assistants to any of the officers so appointed.

The board of directors may specify the duties of and, subject to the provisions of the Canada Business Corporations Act, as from time to time amended, or any statute that may be substituted therefore, delegate to such officers powers to manage the business and affairs of the corporation.

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10. Subject to the limitations contained in the Canada Business Corporations Act as from time to time amended, or any statute that may be substituted therefor, the corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the corporation's request as a director or officer of a body corporate of which the corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative

action or proceeding to which he is made a party by reason of being or having been a director or officer of the corporation or such body corporate, if:

- (a) he acted honestly and in good faith, with a view to the best interests of the corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

MEETINGS OF SHAREHOLDERS

11. Chairman. The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chairman of the board, managing director, president or a vice-president. If no such officer is present at the meeting, the persons present and entitled to vote shall choose one of their number to be chairman.

12. Voting. At any meeting of shareholders every question shall, unless otherwise required by law, be determined by the majority of the votes cast on the matter. Unless a ballot is demanded, a declaration by the chairman that the vote upon the question has been carried or carried unanimously or by a particular majority or not carried, shall be prima facie evidence of the fact.

SHARES

13. Share Certificates. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the board of directors shall from time to time approve. Any share certificate shall be signed in the manner determined by the board of directors from time to time and need not be under the corporate seal.

14. Surrender of Share Certificates. No transfer of a share certificate shall be recorded or registered unless or until the certificate representing the shares to be transferred has been surrendered and cancelled.

APPOINTMENT OF AGENTS AND ATTORNEYS
AND EXECUTION OF DOCUMENTS

15. The board of directors may from time to time determine the directors, officers or other persons by whom any particular document or instrument or class of documents or instruments of the corporation may be signed on behalf of the corporation and the manner of signing thereof, including the use of facsimile reproductions of any or all signatures and the use of the corporate seal or a facsimile reproduction thereof.

ENACTED by the board of directors on February 28, 1985.

RATIFIED by the shareholder, pursuant to section 98(2) of the C.B.C.A., on March 19, 1986.

Susan Mendonça 86-09-04

Secretary

REF401



Consumer and
Corporate Affairs Canada

Consommation
et Corporations Canada

Canada Business
Corporations Act

Loi sur les sociétés
commerciales canadiennes

REGISTERED
09 December 19 87
<i>Sull</i>
DEPUTY REGISTRAR OF COMPANIES YELLOWKNIFE, NORTHWEST TERRITORIES
ET 3957

CERTIFICATE OF COMPLIANCE
S.S. 256(2)

CERTIFICAT DE CONFORMITÉ
S.S. 256(2)

139675 CANADA LTD.

184920-4

Name of Corporation - Dénomination de la Société

Number - Numéro

I HEREBY CERTIFY that the corporation named above is a body corporate incorporated or continued under the Canada Business Corporations Act and not discontinued under that Act and that it has not been dissolved and it has sent to the Director the Annual Returns and Financial Statements required to be sent to him under the Canada Business Corporations Act.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est une personne morale constituée ou prorogée en vertu de la Loi sur les sociétés commerciales canadiennes et n'a pas changé de régime en vertu de cette Loi et qu'elle n'a pas été dissoute et la société a remis au directeur les rapports annuels et les états financiers dont l'envoi est requis par la Loi sur les sociétés commerciales canadiennes.

Gloire M. Collins

Deputy Director - Directeur adjoint

Date 17/11/87

Canada