

# Articles of Continuance

Business Corporations Act

Sections 188, 273 and 274

1. **Name of Corporation**

2. **Corporate Access Number**

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

4. **Restrictions on share transfers** *(if there are no restrictions, enter "NONE"):*

5. **Number, or minimum and maximum number of directors:**

6. **If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restrictions** *(if there are no restrictions, enter "NONE"):*

7. **If a change of name is effected, indicate previous name:**

8. **Details of incorporation:**

9. **Other rules or provisions** *(if there are no rules or provisions, enter "NONE"):*

\_\_\_\_\_  
Name of Person Authorizing *(please print)*

\_\_\_\_\_  
Identification

\_\_\_\_\_  
Title *(please print)*

\_\_\_\_\_  
Date

*This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.*

# Articles of Continuance

## BUSINESS CORPORATIONS ACT

### INSTRUCTIONS

This information is submitted to your authorized service provider for filing with the Registrar pursuant to the Business Corporations Act and must conform to Section 1 of the Regulations made under the Act.

Item 1. Enter the full legal name of the corporation.

Item 2. The corporate access number **must** be entered. It is printed on the top right hand corner of the:

- Certificate of Incorporation
- Certificate of Continuance
- Certificate of Amalgamation.

Do not complete this Item if continuing from another jurisdiction into Alberta.

Item 3. Enter the details required by paragraph 6 (1) (b) of the Act, including details of the rights, privileges, restrictions and conditions attached to each class of shares. All shares must be without nominal or par value and must comply with the provisions of Part 5 of the Act.

Item 4. If restrictions are to be placed on the right to transfer shares of the corporation, enter a statement to this effect and give the nature of such restrictions. If transfer will NOT be restricted, enter "NONE".

Item 5. Enter the number of directors, or a minimum and a maximum number of directors.

Item 6. If restrictions are to be placed on the business a corporation may carry on, enter the restrictions and indicate whether they are restricted FROM carrying on business or restricted TO carrying on the particular business. If there are no such restrictions, enter "NONE".

Item 7. Enter the previous name of the corporation if a change of name is affected upon continuance.

Item 8. Enter the date of incorporation. If the corporation has been subject to any previous continuance or amalgamation, enter the details (e.g. the date of continuance, any change of name and the name and provision of the statute under which it was effected.)

Item 9. Enter any rules or 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. If there are no rules or provisions, enter "NONE".

**The Articles of Continuance must be submitted with a:**

- Notice of Address
- Notice of Directors.

If continuing from the Companies Act to the Business Corporations Act, a special resolution passed by the shareholders authorizing the continuance of the company is required.

If continuing from another jurisdiction into Alberta, provide:

- proof of authorization under the laws of the jurisdiction where the corporation was formed, and
- an Alberta Name Search Report (from the NUANS database) of the proposed name, dated not more than 90 days prior to the date the Articles of Continuance are submitted to your authorized service provider.

A search report is not required if the corporation is extra-provincially registered in Alberta and adopts the identical name, or the corporation is continuing from the federal jurisdiction..

**The following information must be included:**

- name of person authorizing (director/authorizing officer)
- title
- identification
- date

When the information is submitted to your service provider, identification of the authorized person/officer/director/declarant will be required.

**NOTE:** Due to limited space, an appropriate attachment adhering to Section 1 of the Regulations is acceptable.