



- 1 Corporate name  
Dénomination sociale  
**TEN PEAKS COFFEE COMPANY INC.**
- 2 The province or territory in Canada where the registered office is situated  
La province ou le territoire au Canada où est situé le siège social  
**BC**
- 3 The classes and any maximum number of shares that the corporation is authorized to issue  
Catégories et le nombre maximal d'actions que la société est autorisée à émettre  
**See attached schedule / Voir l'annexe ci-jointe**
- 4 Restrictions on share transfers  
Restrictions sur le transfert des actions  
**None**
- 5 Minimum and maximum number of directors  
Nombre minimal et maximal d'administrateurs  
**Min. 1      Max. 10**
- 6 Restrictions on the business the corporation may carry on  
Limites imposées à l'activité commerciale de la société  
**None**
- 7 Other Provisions  
Autres dispositions  
**See attached schedule / Voir l'annexe ci-jointe**
- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.  
**Déclaration des fondateurs :** J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Bilkis Sachedina-Jutha      777, DUNSMUIR STREET,  
SUITE 1300, VANCOUVER BC  
V7Y 1K2, Canada

Original signed by / Original signé par  
Bilkis Sachedina-Jutha  
\_\_\_\_\_  
Bilkis Sachedina-Jutha

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

**Nota :** Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

**ITEM 3 - SHARES**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TEN PEAKS COFFEE COMPANY INC.**

- (1) The Corporation is authorized to issue an unlimited number of Common shares with the following rights, privileges, restrictions and conditions:
- (a) **Payment of Dividends:** The holders of the Common shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common shares, the board of directors may in its sole discretion declare dividends on the Common shares to the exclusion of any other class of shares of the Corporation.
  - (b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the Common shares at the time outstanding without preference or distinction.
  - (c) **Voting Rights:** The holders of the Common shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common share held at all such meetings.

**ITEM 7 – OTHER PROVISIONS**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TEN PEAKS COFFEE COMPANY INC.**

- (1) The actual number of directors within the minimum and maximum number set out in item 5 of these Articles may be determined from time to time by resolution of the directors of the Corporation.
- (2) The directors of the Corporation may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.