



**Restated Certificate of  
Incorporation**

*Canada Business Corporations Act*

**Certificat de constitution à  
jour**

*Loi canadienne sur les sociétés par actions*

**ENERCARE INC.**

Corporate name / Dénomination sociale

**766025-1**

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

JE CERTIFIE que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

**Marcie Girouard**

Director / Directeur

**2011-01-20**

Date of Restatement (YYYY-MM-DD)  
Date de constitution à jour (AAAA-MM-JJ)



Industry Canada Industrie Canada  
Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 7  
RESTATED ARTICLES OF  
INCORPORATION  
(SECTION 180)

FORMULAIRE 7  
STATUTS CONSTITUTIFS  
MIS À JOUR  
(ARTICLE 180)

1-- Name of the Corporation - Dénomination sociale de la société <b>ENERCARE INC.</b>	Corporation No. - N° de la société <b>766025-1</b>
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2-- The province or territory in Canada where the registered office is situated **ONTARIO** La province ou le territoire au Canada où est situé le siège social

3-- The classes and any maximum number of shares that the corporation is authorized to issue **An unlimited number of common shares and 10,000,000 preferred shares. The rights, privileges, restrictions and conditions attaching to the preferred shares and the common shares are attached hereto as Schedule "A".** Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4-- Restrictions, if any, on share transfers **None** Restrictions sur le transfert des actions, s'il y a lieu

5-- Number (or minimum and maximum number) of directors **Min. 3 Max. 10** Nombre (ou nombre minimal et maximal) d'administrateurs

6-- Restrictions, if any, on business the corporation may carry on **None** Limites imposées à l'activité commerciale de la société, s'il y a lieu

7-- Other provisions, if any **The directors 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 the 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.** Autres dispositions, s'il y a lieu

These 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 substantiel, les dispositions correspondantes des statuts constitutifs modifiés qui remplacent les statuts constitutifs originaux.

Signature <b>"John Toffoletto"</b>	Printed Name - Nom en lettres mouluées <b>John Toffoletto</b>	Capacity of - En qualité de <b>Senior Vice President, General Counsel</b>	Tel. No. - N° de tél. <b>905-695-7784</b>
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**Schedule "A" to the Restated Articles of Incorporation of Enercare Inc.**

The rights, privileges, restrictions and conditions attaching to the preferred shares of the Corporation are as follows:

- (i) One or More Series - the preferred shares may at any time and from time to time be issued in one or more series;
- (ii) Terms of Each Series - subject to the *Canada Business Corporations Act* or any statute which may be substituted therefor, as amended from time to time, the directors may fix, before the issue thereof, the number of preferred shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the preferred shares of each series, including, without limitation, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms and conditions of redemption or purchase, any conversion rights, and any rights on the liquidation, dissolution or winding-up of the Corporation, any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the preferred shares of the series; provided however, subject to applicable corporate law, the holders of the preferred shares or of a series thereof will not be entitled as holders of that class or series to receive notice of, to attend or vote at any meeting of the shareholders of the Corporation;
- (iii) Ranking of Preferred Shares - the preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares. If any amount of cumulative dividends (whether or not declared) or declared non-cumulative dividends or any amount payable on any such distribution of assets constituting a return of capital in respect of the preferred shares of any series is not paid in full, the preferred shares of such series shall participate rateably with the preferred shares of every other series in respect of all such dividends and amounts;

The rights, privileges, restrictions and conditions attaching to the common shares of the Corporation are as follows:

- (i) The holders of the common shares shall be entitled to vote at all meetings of shareholders of the Corporation except meetings at which only the holders of a class of shares ranking senior to the common shares are entitled to vote, and shall be entitled to one vote at all such meetings in respect of each common share held.

- (ii) After payment to the holders of shares ranking senior to the common shares of the amount or amounts to which they may be entitled, the holders of the common shares shall be entitled to receive any dividend declared by the board of directors of the Corporation and to receive the remaining property of the Corporation upon dissolution.