



Outsourced Bookkeeping, Tax Services  
and Business Consulting

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## Incorporation Information Collection Package

### **Office Information:**

Care of (*Director/Contact*) First & Last Name: \_\_\_\_\_

Apt-Address: \_\_\_\_\_ City: \_\_\_\_\_

Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

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### **Director Information:**

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Apt-Address: \_\_\_\_\_ City: \_\_\_\_\_

Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Phone (Work): \_\_\_\_\_ Phone (Mobile): \_\_\_\_\_

Email: \_\_\_\_\_

Resident of Canada: YES NO

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### **Director Information (2):**

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Apt-Address: \_\_\_\_\_ City: \_\_\_\_\_

Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Phone (Work): \_\_\_\_\_ Phone (Mobile): \_\_\_\_\_

Email: \_\_\_\_\_

Resident of Canada: YES NO



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PROPOSED BUSINESS NAME: \_\_\_\_\_

ALTERNATIVE BUSINESS NAME: \_\_\_\_\_

NUMBERED CORPORATION:

WHAT ENDING WOULD YOU LIKE:

CORP

CORPORATION

INC.

INCORPORATED

LIMITED

LTD



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## DESCRIPTION OF SHARES Share Restrictions

*In this section, you must describe the classes of shares of the corporation and the maximum number of shares the corporation is authorized to issue for each class. If there are more than one class of shares, you must specify the rights, privileges, restrictions and conditions for each.*

### **USE PRE-DEFINED SHARE CLASS 1**

*The corporation is authorized to issue an unlimited number of common shares*

### **USE PRE-DEFINED SHARE CLASS 2**

*The corporation is authorized to issue an unlimited number of Class A and Class B shares with the following rights, privileges, restrictions and conditions:*

1. *Class A shares, without nominal or par value, the holders of which are entitled:*
  - a. *to vote at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote; and*
  - b. *to receive the remaining property of the corporation upon dissolution; and*
  - c. *subject to the rights and privileges attaching to the Class B shares, to receive the dividends as and when declared by the board of directors of the corporation.*
2. *Class B shares, which shall carry the right:*
  - a. *to a dividend as fixed by the board of directors and*
  - a. *upon the liquidation or winding-up of the corporation, to repayment of the amount paid for such share (plus any declared and unpaid dividends) in priority to the Class A shares, but they shall not confer a right to any further participation in profits or assets.*

### **USE PRE-DEFINED SHARE CLASS 3**

*The corporation is authorized to issue an unlimited number of Class A, Class B, Class C and Class D shares with the following rights, privileges, restrictions and conditions:*  
*Class A and Class B shares subject to above,*

1. *Class C Shares, which shall carry the right:*
  - a. *to vote at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote and*
  - b. *cannot vote on dividend related issues or motions and*
  - c. *upon the liquidation or winding-up of the corporation, shall be paid out the value of their shares, in priority to the Class A and Class B shares, but they shall not confer a right to any further participation in profits or assets.*
2. *Class D shares, which shall carry the right:*
  - a. *to not dividends or profit sharing and*
  - b. *not voting of any kind in any meetings*
  - c. *no payout of their value or additional payouts upon dissolution or wind up of the corporation and*
  - d. *may receive a fixed monetary amount twice a year as payment for the purchasing of shares. At which a payment amount and schedule is determined on an individual purchasing basis.*



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USE CUSTOM SHARE CLASS



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## **RESTRICTIONS ON SHARE TRANSFERS**

*Putting restrictions on share transfers is not mandatory but if you want to restrict the transfer of the corporation's shares, you must do so here.*

**NONE**

### **PRE-DEFINED**

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

1. the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; OR
2. the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution.

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## **NUMBER OF DIRECTORS ALLOWED** *(MIN 1 REQUIRED)*

MIN: 1

MAX:

## **OTHER PROVISIONS** *(YOU CAN SELECT MORE THAN ONE)*

**POWERS OF DIRECTORS:** If authorized by by-law which is duly made by the directors and confirmed by ordinary resolution of the shareholders, the directors of the corporation may from time to time:

1. borrow money upon the credit of the corporation;
2. issue, reissue, sell or pledge debt obligations of the corporation; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

**RESTRICTIONS ON SECURITIES TRANSFER:** The corporation's securities, other than non-convertible debt securities, shall not be transferred without either (a) the sanction of a majority of the directors of the corporation, or (b) the sanction of the majority of the shareholders of the corporation, or alternatively (c), if applicable, the restriction contained in security holders' agreements.

**APPOINTMENT OF DIRECTORS:** The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general 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 general meeting of shareholders.

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**CORPORATE BY-LAWS** *(ADD AS REQUIRED, BLANK IS OKAY)*



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## Terms & Conditions

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario *Business Corporations Act* (OBCA) with the Ministry of Government Services (MGS), Companies and Personal Property Security Branch. Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

1. The applicant is required to obtain an Ontario biased or weighted NUANS® search report for the proposed name. The applicant must provide the NUANS® name searched, the NUANS® reservation number and the date of the NUANS® report. The NUANS® report must be kept in electronic or paper format at the corporation's registered office address.
2. All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
3. A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
4. The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, Companies and Personal Property Security Branch, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
5. The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
6. Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
7. The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them. I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name: \_\_\_\_\_

Last Name: \_\_\_\_\_

I ACCEPT

I DO NOT ACCEPT