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Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

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Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

ALLIANCE GRAIN TRADERS INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002210951

Is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

JULY 02 JUILLET, 2009



Director/Directrice
Business Corporations Act/Loi sur les sociétés par actions

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FORM 1	FORMULE NUMÉRO 1
BUSINESS CORPORATIONS ACT	LOI SUR LES COMPAGNIES

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
ALLIANCE GRAIN TRADERS INC.

2. The address of the registered office is: *Adresse du siège social:*

66 WELLINGTON STREET WEST Suite 4200

*(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'édifice à bureau, numéro du bureau)*

TORONTO ONTARIO
CANADA M5K 1N6
*(Name of Municipality or Post Office) (Postal Code/Code postal)
(Nom de la municipalité ou du bureau de poste)*

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Minimum 3 Maximum 12

4. The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname *Resident Canadian State Yes or No*
Prénom, initiales et nom de famille Résident Canadien Oui/Non

Address for service, giving Street & No. *Domicile élu, y compris la rue et le*
or R.R. No., Municipality and Postal Code *numéro, le numéro de la R.R., ou le nom*
de la municipalité et le code postal

- * MURAD YES
AL-KATIB

- P.O. BOX 30029, NO.1 HWY EAST
SOUTH TOWER ROAD
REGINA SASKATCHEWAN
CANADA S4N 7K9

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4. The first director(s) is/are:	Premier(s) administrateur(s):
First name, initials and surname Prénoms, initiales et nom de famille	Resident Canadian State Yes or No Résident Canadien Oui/Non
Address for service, giving Street & No. or R.R. No., Municipality and Postal Code	Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal
* DENIS C. ARSENAULT 32 LARROU COURT TORONTO ONTARIO CANADA M2M 4R6	YES
* HOWARD H. ROSEN 3 VERNEAM COURT TORONTO ONTARIO CANADA M2L 2B3	YES
* JEFFREY W. RENWICK 18 CORTISE TERRACE THORNHILL ONTARIO CANADA L4J 8S4	YES
* HUSEYIN ARSLAN P.O. BOX 30029, NO.1 HWY EAST SOUTH TOWER ROAD REGINA SASKATCHEWAN CANADA S4N 7K9	YES

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue:

- (a) an unlimited number of shares of one class designated as common shares, and
- (b) an unlimited number of shares of a second class designated as Class A shares, issuable in series.

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series; Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:

The rights, privileges, restrictions and conditions attaching to the common shares as a class and the Class A shares as a class herein authorized, are as follows:

A. The common shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:
The holders of the common shares shall be entitled to:

1. one vote for each common share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series;
2. receive any dividend declared by the Corporation in respect of the common shares; and
3. receive the remaining property of the Corporation upon dissolution.

B. The Class A Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

1. the Class A Shares may at any time, and from time to time, be issued in one or more series, in accordance with and subject to the provisions of the laws governing the Corporation, as now existing or hereafter amended (such laws being herein referred to as the "Act"). The directors of the Corporation shall, subject to the provisions of the Act, the provisions herein contained and any conditions attaching to any outstanding series of Class A Shares, by resolution duly passed before the issue of any Class A Shares of any series, fix the number of shares in and determine the designation, rights, privileges, restrictions and conditions attaching to the Class A Shares of such series;

2. so long as any Class A Shares are outstanding, the Class A Shares of each series shall rank, both with regard to dividends and return of capital, in priority to the common shares and over any other shares ranking junior to the Class A Shares, and the Class A Shares of each series may also be given such other preferences over the common shares and any other shares ranking junior to the Class A Shares as may be determined for the respective series authorized to be issued. The priority, in the case of cumulative dividends, shall be with respect to all prior completed periods in respect of which such dividends were payable plus such further amounts, if any, as may be specified in the provisions attaching to a particular series and in the case of non-cumulative dividends, shall be with respect to all dividends declared and unpaid; and

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

3. the Class A Shares of each series shall rank on a parity with the Class A Shares of every other series with respect to priority in payment of dividends and return of capital in the event of liquidation, dissolution or winding up of the Corporation.

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

None.

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9. Other provisions, (if any, are):
Autres dispositions, s'il y a lieu:

None.

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10. The names and addresses of the incorporators are
Nom et adresse des fondateurs

First name, initials and last name
or corporate name

Prénom, initiale et nom de
famille ou dénomination sociale

Full address for service or address of registered office or of principal place of business
giving street & No. or R.R. No., municipality and postal code
Domicile élu, adresse du siège social ou adresse de l'établissement principal, y compris
le rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

* MURAD AL-KATIB

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