



Canada  
Corporations Act

Loi sur les  
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

Rechargeable Battery Recycling Corporation of Canada  
Société de Recyclage de Piles Rechargeables au Canada

THEREFORE the Minister of Industry by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - December 31, 1996

GIVEN under the seal of office of the Minister of Industry.



Corporations Directorate  
9<sup>th</sup> floor, Journal Tower S.  
365 Laurier Avenue West  
Ottawa, Ontario K1A 0C8

Direction générale des Corporations  
9<sup>e</sup> étage, Édifice Journal, Tour sud  
365, avenue Laurier ouest  
Ottawa (Ontario) K1A 0C8

Your file    Votre référence

January 28, 1997

Our file    Notre référence

333397-3

Mr. E. James Arnett  
STIKEMAN, ELLIOTT  
Commerce Court West  
53rd Floor, P.O. Box 85  
Toronto, Ontario  
M5L 1B9

Re - Objet:      Rechargeable Battery Recycling Corporation of Canada  
Société de Recyclage de Piles Rechargeables au Canada

Enclosed herewith, is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the Canada Corporations Bulletin. A notice of issuance of CCA documents will be published in the Canada Corporations Bulletin and the Canada Gazette.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans le Bulletin des corporations canadiennes. Un avis de l'émission de documents en vertu de la L.C.C. sera publié dans le Bulletin des corporations canadiennes et dans la Gazette du Canada.

**IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:**

**S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ:**

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with exiting business names and trade marks (including those set out in the relevant NUANS search reports(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

For the Director, Corporations Directorate  
pour le directeur, Direction générale des corporations

TO THE MINISTER OF INDUSTRY:

I

1. The undersigned hereby apply to the Minister of Industry for the grant of a charter by letters patent under the provisions of Part II of the *Canada Corporations Act* constituting the undersigned, and such others as may hereafter become members of the Corporation thereby created, a body corporate and politic under the name of

**Rechargeable Battery Recycling Corporation of Canada  
Société de Recyclage de Piles Rechargeables du Canada**

2. The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

3. The applicants are individuals of the full age of 18 years with power under law to contract. The name, the address and the occupation of each of the applicants are as follows:

Emerson James Arnett  
31 Maple Avenue  
Toronto, Ontario M4W 2T8                      Barrister & Solicitor

Jennifer Northcote  
10 Thorncliffe Avenue  
Toronto, Ontario M4K 1V5                      Barrister & Solicitor

Derek Norman Linfield  
81 Marmot Street  
Toronto, Ontario M4S 2T4                      Barrister & Solicitor

4. The said Emerson James Arnett, Jennifer Northcote and Derek Norman Linfield will be the first directors of the Corporation.

### III

5. The object of the corporation is to promote social welfare and civic improvement by addressing environmental concerns relating to the disposal or recycling of cells, batteries and battery packs that power rechargeable consumer products and, more specifically:

- (a) to collect and develop statistical information necessary to make reports to appropriate regulatory agencies;
- (b) to manage the collection and recycling of used rechargeable batteries;
- (c) to educate the public as to the importance of participation in battery recycling efforts and performing rechargeable battery collection;
- (d) to receive and maintain a fund or funds and apply from time to time all or part thereof and/or the income therefrom towards the attainment of the above objects;
- (e) to exercise any of the rights and powers from time to time afforded by any statute to or by which the Corporation is subject or governed but only as incidental to the attainment of such objects of the Corporation; and
- (f) to exercise such other powers and to do such other things as may be necessary to accomplish the foregoing but only as incidental to the attainment of such objects of the Corporation.

### IV

6. The operations of the Corporation may be carried on throughout Canada and elsewhere.

### V

7. The place within Canada where the head office of the Corporation is to be situate in the Municipality of Metropolitan Toronto.

### VI

8. It is specifically provided that in the event of dissolution or winding-up of the Corporation, after payment of its liabilities, each of its members shall be entitled to its pro rata share of the Corporation's assets; provided that no member shall receive a distribution of assets whose value exceeds the aggregate value of the advances and other

financial contributions made by such members of the corporation and that, in the event that the value of the assets that are available for distribution exceeds the amount of assets that may be distributed to such members in accordance with the foregoing, the amount of such excess assets shall be transferred to an organization with similar objects that also qualifies for an exemption under paragraph 149(1)(l) of the *Income Tax Act (Canada)*.

## VII

9. In accordance with Section 65 of the *Canada Corporations Act*, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue promissory notes, debentures or other securities of the Corporation;
- (d) pledge or sell such promissory notes, debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such promissory notes, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

10. 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.

11. 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.

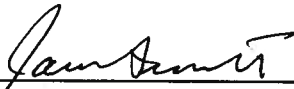
VIII

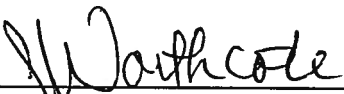
12. The by-laws of the Corporation shall be those filed with this Application for Letters Patent until repealed, amended, altered or added to.

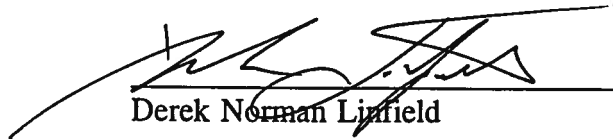
IX

13. The Corporation is to carry on its operation without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of Toronto, in the Municipality of Metropolitan Toronto, in the Province of Ontario, this 30th day of December, 1996.

  
\_\_\_\_\_  
Emerson James Arnett

  
\_\_\_\_\_  
Jennifer Northcote

  
\_\_\_\_\_  
Derek Norman Ljfield