

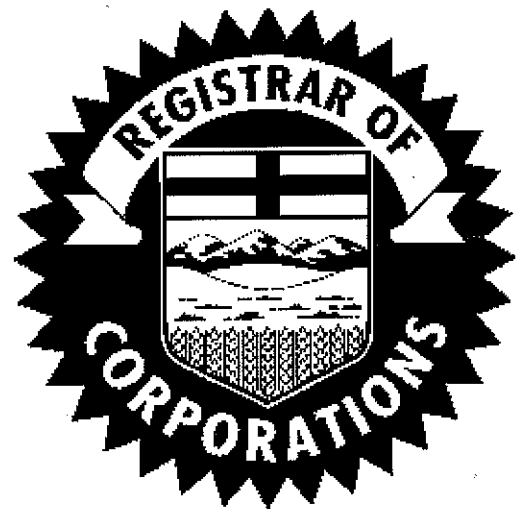
**CORPORATE ACCESS NUMBER: 2010026306**



**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
CONTINUANCE**

**LEEWARD CAPITAL CORP.  
CONTINUED FROM BRITISH COLUMBIA TO ALBERTA ON 2002/08/20.**




**BUSINESS CORPORATIONS ACT**

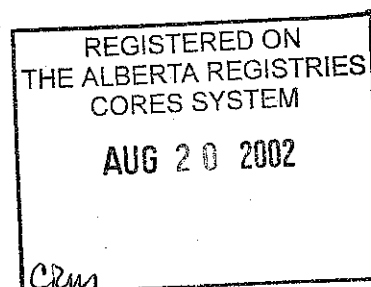
FORM 11

**Alberta**

**ARTICLES OF CONTINUANCE**

<p>1. NAME OF THE CORPORATION:</p> <p align="center"><b>LEEWARD CAPITAL CORP.</b></p>	<p>2. CORPORATE ACCESS NO.</p>	
<p>3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE</p> <p align="center">The attached Schedule of Share Capital is incorporated into and forms part of this form.</p>		
<p>4. RESTRICTIONS IF ANY ON SHARE TRANSFERS:</p> <p align="center">None.</p>		
<p>5. NUMBER OR MINIMUM AND MAXIMUM NUMBER, OF DIRECTORS THAT THE CORPORATION MAY HAVE:</p> <p align="center">Not less than 1 director and not more than 7 directors.</p>		
<p>6. RESTRICTION IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.</p> <p align="center">None.</p>		
<p>7. IF CHANGE OF NAME EFFECTED, PREVIOUS NAME.</p> <p align="center">N/A</p>		
<p>8. DETAILS OF INCORPORATION.</p> <p>Incorporated under the <i>Company Act</i> (British Columbia) on September 14, 1983 as Simba Resources Inc., changed its name to Leeward Capital Corp. on September 18, 1987, extra-provincially registered in Alberta on December 30, 1998 (Corporate Access No. 215937863).</p>		
<p>9. OTHER PROVISIONS IF ANY.</p> <p align="center">None.</p>		
<p align="center">DATE</p> <p>August 2, 2002</p>	<p align="center">SIGNATURE</p> <p align="center"></p>	<p align="center">TITLE</p> <p align="center">Solicitor</p>

**BRENDAN C. CLARK**  
Barrister and Solicitor



**Articles of Continuance  
For  
LEEWARD CAPITAL CORP.**

<b>Share Structure:</b>	THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
<b>Share Transfers Restrictions:</b>	NONE.
<b>Number of Directors:</b>	
<b>Min Number of Directors:</b>	1
<b>Max Number of Directors:</b>	7
<b>Business Restricted To:</b>	NONE.
<b>Business Restricted From:</b>	NONE.
<b>Other Provisions:</b>	NONE.

**Registration Authorized By: BRENDAN C. CLARK  
SOLICITOR**

## **SCHEDULE OF SHARE CAPITAL**

The Corporation is authorized to issue:

- (a) One class of shares, to be designated as "Common Shares", in an unlimited number; and
- (b) One class of shares, to be designated as "Preferred Shares", in an unlimited number;

such shares having attached thereto the following rights, privileges, restrictions and conditions:

### **1. Notice and Voting Rights**

- (a) The holders of the Common Shares shall be entitled to receive notice of, attend and be heard at any meeting of shareholders of the Corporation, excepting a meeting of the holders of shares of another class, as such, and excepting a meeting of the holders of a particular series, as such.
- (b) The holders of Preferred Shares shall have such rights and entitlements with respect to receiving notice of, attending or voting at any meetings of shareholders of the Corporation may be attached to any series of Preferred Shares by the Directors.

### **2. Dividends**

- (a) The holders of Preferred Shares shall be entitled to receive dividends at the rate or rates determined in accordance with section 4 in priority to the payment of dividends to the holders of the Common Shares.
- (b) After payment of any preferential cash dividend to the holders of Preferred Shares, the holders of Common Shares shall participate equally, share for share as to all dividends for such year declared by the directors.

### **3. Dissolution**

- (a) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares shall be entitled to receive, for each Preferred Share held, from the property and assets of the Corporation, a sum equivalent to the amount paid up thereon together with the fixed premium (if any) thereon and any dividends declared thereon before any amount shall be paid or any property or assets of the Corporation is distributed to the holders of the Common Shares or any other shares ranking junior to the Preferred Shares with respect to repayment of capital; after payment to the holders of the Preferred Shares of the amount so payable to them, they shall not be entitled to share in any further distribution of the property or assets of the Corporation except as specifically provided in the special rights and restrictions attached to any particular series.

#### 4. Preferred Shares

- (a) Preferred Shares may, at any time and from time to time, be issued in one or more series. The directors may, from time to time, by resolution passed before the issue of any Preferred Shares of any particular series, alter the Articles of the Corporation to fix the number of Preferred Shares in, and to determine the designation of the Preferred Shares of that series and alter the Articles to create, define and attach special rights and restrictions to the Preferred Shares of that series, including, but without in any way limiting or restrictions the generality of the foregoing, the rate or amount of dividends, whether cumulative, non-cumulative or partially cumulative, the dates, places and currencies of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof, including redemption after a fixed term or at a premium, conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund, the restrictions respecting the payment of dividends on, or the repayment of capital in respect of, any other shares of the Corporation and voting rights and restrictions; but no special rights or restrictions so created, defined or attached shall:
  - (i) contravene the provisions of this Part; or
  - (ii) confer on the series priority over another series of Preferred Shares then outstanding respecting:
    - (A) dividends; or
    - (B) a return of capital
      - (1) on winding up; or
      - (2) on the occurrence of an event that would result in the holders of all series of the Preferred shares becoming entitled to a return of capital.

# Continuance Into Alberta - Registration Statement

**Service Request Number:** 4176452  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** LEEWARD CAPITAL CORP.  
**French Equivalent Name:**  
**Nuans Number:**  
**Nuans Date:**  
**French Nuans Number:**  
**French Nuans Date:**

## REGISTERED ADDRESS

**Street:** 4500, 855 - 2ND STREET S.W.  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 4K7

## RECORDS ADDRESS

**Street:**  
**Legal Description:**  
**City:**  
**Province:**  
**Postal Code:**

## ADDRESS FOR SERVICE BY MAIL

**Post Office Box:**  
**City:**  
**Province:**  
**Postal Code:**  
**Internet Mail ID:**

**Share Structure:** THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Share Transfers Restrictions:** NONE.

**Number of Directors:**

**Min Number Of Directors:** 1

**Max Number Of Directors:** 7

**Business Restricted To:** NONE.  
**Business Restricted From:** NONE.  
**Other Provisions:** NONE.

**Professional Endorsement  
Provided:**

**Alberta Corporate Access  
Number:** 215937863

**Future Dating Required:**

**Registration Date:** 2002/08/20

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**Director**

**Last Name:** DAVIS  
**First Name:** JAMES  
**Middle Name:** W.  
**Street/Box Number:** 98 HIDDEN CIRCLE N.W.  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3A 5G9  
**Country:**  
**Resident Canadian:** Y

**Last Name:** ALLAN  
**First Name:** J.  
**Middle Name:** RUPERT  
**Street/Box Number:** #28, 5900 FERRY ROAD  
**City:** DELTA  
**Province:** BRITISH COLUMBIA  
**Postal Code:** V4K 5C3  
**Country:**  
**Resident Canadian:** Y

**Last Name:** LEWICKI  
**First Name:** FRED  
**Middle Name:** T.  
**Street/Box Number:** 227 MOUNTAIN RIVER ESTATES  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3Z 3J3  
**Country:**  
**Resident Canadian:** Y

**Last Name:** MORTON  
**First Name:** ROGER  
**Middle Name:** D.  
**Street/Box Number:** #260, 10180 - 101 STREET  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T5J 3S4  
**Country:**  
**Resident Canadian:** Y

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#### Continuance

Name In Previous Jurisdiction	Corporate Access Number in Previous Jurisdiction	Previous Jurisdiction	Date Created In Previous Jurisdiction
LEEWARD CAPITAL CORP.	PRE-CORES	BRITISH COLUMBIA	1993/12/20

#### Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Letter of Approval	10000300000326624	2002/08/20
Share Structure	ELECTRONIC	2002/08/20

**Registration Authorized By:** BRENDAN C. CLARK  
SOLICITOR