

PROVINCE OF ONTARIO )  
County of Wellington )  
  
To Wit )

**TO ALL WHOM THESE PRESENTS  
MAY**

**COME, BE SEEN OR KNOWN**

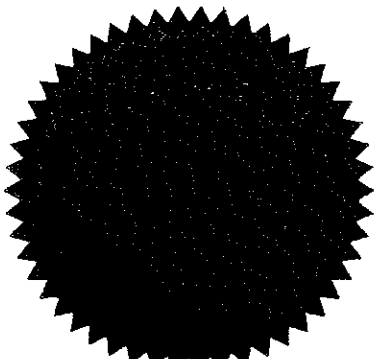
I, **John E. Valeriote**, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Guelph, in the County of Wellington, in the said Province,


**DO CERTIFY AND ATTEST** that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be the Certificate of Amalgamation of Hammond Manufacturing Company Limited dated January 1, 1999.

The said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

**In Testimony Whereof** I have hereto subscribed my name and affixed my Notarial Seal of Office at Guelph, Ontario.

This 24<sup>th</sup> day of October, 2007



  
\_\_\_\_\_  
John E. Valeriote  
A Notary Public in and for the Province of Ontario.



<u>Name</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
Robert F. Hammond	10 Devonshire Place Guelph, Ontario N1E 1C6	Yes
William G. Hammond	21 Westmount Road Guelph, Ontario N1H 5H4	Yes
Robert J. Mackenzie	R.R. #2, Bay Street Clarksburg, Ontario N0H 1J0	Yes
Zoltan D. Simo	2280 Chancery Lane Oakville, Ontario L6J 6A3	Yes
Guido Marini	78 Sir Williams Lane Islington, Ontario M9A 1V3	Yes
Michael J. Lawrie	R.R. #1 Puslinch, Ontario N0B 2J0	Yes

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

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**A OR B A OU B**

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

### HAMMOND MANUFACTURING COMPANY LIMITED

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption / Approval Date d'adoption ou d'approbation
Hammond Manufacturing Company Limited	720657	21/12/1998
Hammond Manufacturing Holdings Limited	853327	21/12/1998

6. 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 société :

None.

7. 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 société est autorisée à émettre :

The corporation is authorized to issue:

- (a) an unlimited number of Class B Common shares;
- (b) an unlimited number of Class A Subordinate Voting shares; and
- (c) an unlimited number of Preferred shares.

8. 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 qui peut être émise en série :

The Class B Common Shares ("Class B Shares") shall have the following rights, privileges, restrictions and conditions attached thereto:

- (a) Dividends. The holders of the Class B Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the directors out of moneys or property of the Corporation properly applicable to the payment of dividends, dividends in such amount and in such manner as the directors may in their discretion determine; provided that in no financial year of the Corporation shall the aggregate amount or value of dividends declared or paid in respect of any issued and outstanding Class B Share exceed the aggregate amount or value of dividends declared or paid in respect of any Class A Subordinate Voting Share issued and outstanding in such financial year.
- (b) Voting. The holders of the Class B Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation except for a meeting of the holders of shares of any other class, as such, or a meeting of the holders of shares of a particular series. The holders of the Class B Shares shall be entitled to four votes for each Class B Share held.
- (c) Conversion. Each holder of a Class B Share shall be entitled at his option, at any time and from time to time, (subject as hereinafter provided) to have all or any number of the Class B Shares held by him converted into Class A Subordinate Voting Shares upon the basis of one Class A Subordinate Voting Share for each Class B Share in respect of which the conversion right is exercised. The conversion right provided for in this section (c) shall be exercised by notice in writing given to the Corporation or the transfer agent for both classes of shares accompanied by the certificate representing the Class B Shares in respect of which the holder desires to exercise such right of conversion, and such notice shall be executed by the person registered on the books of the Corporation as the holder of the Class B Shares or by his duly authorized attorney and shall specify the number of Class B Shares which the holder desires to have converted. The holder shall pay any governmental or other tax imposed on, or in respect of, such conversion. Upon receipt by the Corporation or the transfer agent of such notice and certificate, the Corporation shall issue, or cause to be issued, to the holder so exercising the conversion right in respect of the Class B Shares, a certificate representing Class A Subordinate Voting Shares upon the basis above prescribed and in accordance with the provisions hereof. If less than all of the Class B Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the number of Class B Shares represented by the original certificate which are not to be converted.
- (d) Distribution. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the holders of the Class B Shares shall be entitled to share pro rata with the Class A Subordinate Voting Shares.

The Class A Subordinate Voting Shares ("Class A Shares") shall have the following rights, privileges, restrictions and conditions attached thereto:

- (a) Dividends. The holders of the Class A Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the directors out of moneys or property of the Corporation properly applicable to the payment of dividends, dividends in such amount and in such manner as the directors may in their discretion determine and regardless of whether dividends are declared or paid in respect of the shares of any other class or series.

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(b) **Voting.** The holders of the Class A Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation except for a meeting of the holders of shares of any other class, as such, or a meeting of the holders of shares of a particular series. The holders of the Class A Shares shall be entitled to one vote for each Class A Share held.

(c) **Deemed Conversion on Charge of Control**

(1) In the event that neither (i) the Hammond Family nor (ii) an Acceptable Successor continues to beneficially own, directly or indirectly, such number of Class A Shares, Class B Shares or any other class or series of shares of the Corporation to which are attached in the aggregate not less than 50% of the votes attaching to all issued shares of the Corporation, each Class A Share shall be deemed to have been converted into one Class B Share as of and on the date on which the Hammond Family or an Acceptable Successor, as the case may be, ceases to own such number of shares.

(2) If the Corporation or the Transfer Agent becomes aware that each Class A Share shall be or has been converted into a Class B Share in accordance with section (c)(1), it shall give notice in writing of such fact to each holder of Class A Shares registered on the books of the Corporation and invite each such holder to deliver to the Transfer Agent the certificate representing the Class A Share converted. The holder shall pay any governmental or other tax imposed on, or in respect of, such conversion. Upon receipt by the Transfer Agent of such certificate, the Corporation shall issue, or cause to be issued, to the holder tendering the certificate, a new certificate representing Class B Shares upon the basis prescribed and in accordance with the provisions hereof.

(3) For the purposes of section (c)

“Acceptable Successor” means any person or persons acting jointly or in concert who beneficially own, directly or indirectly, such number of Class A Shares, Class B Shares or any other class or series of shares of the Corporation to which are attached not less than 50% of the votes attaching to all issued shares of the Corporation, provided that all such Class B Shares so owned by such person or persons which have been acquired from the Corporation, the Hammond Family or another Acceptable Successor have been acquired:

- (i) at a price or for consideration of a value attributable to the Class B Shares not exceeding the then Current Price of the Class A Shares on a Published Market, plus 15%; or
- (ii) in a transaction or series of transactions including the making of an Offer for Class A Shares (A) at a price or for consideration of a value not less than the price or value attributable to, and on terms not less favourable than the terms applying to the purchase of the Class B Shares, on a share for share basis, and (B) comprising the lesser of all the Class A Shares or that number of Class A Shares equal to the number of Class B Shares acquired multiplied by four.

“Current Price” means at any date the simple average of the closing price of the Class A Shares for each day on which there was a closing price and falling not more than 10 business days before such date; and closing price shall mean the price per security at which the last trade in Class A Shares was effected in the Published Market on that date,

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exclusive of

- (a) odd lot transactions; and
- (b) block transactions and other transactions effected in a manner recognized by the rule of the Published Market and that differ from the conventional pricing process applicable to that market,

but on a day in which no transactions other than the transactions referred to in (a) and (b) occurred, but as to which closing bid and ask prices were published, the closing price is the average of such bid and ask prices.

“Hammond Family” means any one or more of Frederick O. Hammond, Robert F. Hammond, William G. Hammond, their respective spouses, estates, issue or heirs, any trustee, executor, administrator or personal representative of any of them or their estates, or any corporation which any one or more of the foregoing together control within the meaning of the Securities Act (Ontario); and

“Offer” means an offer to purchase, a solicitation or acceptance of an offer to sell or an invitation to make an offer to sell (or any combination thereof) Class A Shares made by an Offeror to all or substantially all of the holders of Class A Shares whose last address on the records of the Corporation is in Canada and shall include any amended, supplemented or extended Offer and any Offer made through the facilities of a stock exchange on which the Class A Shares are listed.

“Offeror” means any person or company, other than an agent, who makes an Offer, including the Corporation, and shall include any persons or companies who make an Offer or Offers acting jointly or in concert.

“Published Market” means The Toronto Stock Exchange or if the Class A Shares are not then listed on such Exchange, any other market on which the Class A Shares are traded if the prices at which they have been traded on that market are regularly published or made available by any securities commission in Canada or in any bona fide newspaper or business or financial publication of general and regular paid circulation.

“Transfer Agent” means the principal transfer agent for the Class A Shares.

- (d) Distributions. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets among its shareholders by way of repayment of capital, the holders of the Class A Shares shall be entitled to share pro rata with the Class B Shares.

The Preferred Shares (“Preferred Shares”) shall have the following rights, privileges, restrictions and conditions attaching thereto:

- (a) The Preferred Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be fixed by resolution of the board of directors of the Corporation.
- (b) The board of directors of the Corporation shall, by resolution duly passed before the issue of any Preferred Shares of any series, determine



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the designation, rights, privileges, restrictions, and conditions, to be attached to the Preferred Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or amount of preferential dividends, the date or dates and place or places of payment thereof, the consideration and the terms and conditions of any purchase for cancellation or redemption thereof, conversion rights (if any), the terms and conditions of any share purchase plan or sinking funds and the restrictions (if any) respecting payment of dividends on any shares ranking junior to the Preferred Shares, the whole subject to the issue by the Director under the Business Corporations Act, 1990, or any successor legislation of a certificate of Articles of Amendment in respect of such resolution.

- (c) The Preferred Shares of each series shall, with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, be entitled to a preference over the Class B Common Shares and the Class A Subordinate Voting Shares of the Corporation and over any other shares ranking junior to the Preferred Shares and the Preferred Shares of each series may also be given such other preferences over the Class B Common Shares and the Class A Subordinate Voting Shares and any other shares ranking junior to the Preferred Shares as may be determined as to the respective series authorized to be issued.
- (d) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.
- (e) The holders of Preferred Shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting, but shall be entitled to receive notice of meetings of shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

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9. 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 :

Not applicable.

10. Other provisions, if any: Autres dispositions, s'il y a lieu :

- (a) The by-laws of Hammond Manufacturing Company Limited shall, so far as applicable, be the by-laws of the Corporation, until repealed, amended, altered or added to.
- (b) The directors may:
  - (1) borrow money on the credit of the Amalgamated Corporation;
  - (2) issue, sell or pledge debt obligations of the Amalgamated Corporation; or
  - (3) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Amalgamated Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Amalgamated Corporation; the term "debt obligations" used in this paragraph means bonds, debentures, notes or other similar obligations of the Amalgamated Corporation whether secured or unsecured.
- (c) The Corporation may purchase any of its issued common shares

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Toronto, Canada

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11. The statements required by subsection 178 (2) of the Business Corporations Act are attached as Schedule "A". Les déclarations exigées aux termes du paragraphe 178 (2) de la Loi sur les sociétés par actions constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

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Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.	Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.
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SEE ATTACHED PAGE 6A

~~(a) The by laws of Hammond Manufacturing Company Limited shall, so far as applicable, be the by-laws of the Corporation, until repealed, amended, altered or added to.~~

(b) The directors may:

- (1) borrow money on the credit of the Amalgamated Corporation;
- (2) issue, sell or pledge debt obligations of the Amalgamated Corporation; or
- (3) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Amalgamated Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Amalgamated Corporation; the term "debt obligations" used in this paragraph means bonds, debentures, notes or other similar obligations of the Amalgamated Corporation whether secured or unsecured.

(c) The Corporation may purchase any of its issued common shares

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule A.

~~12. A copy of the directors' resolutions are attached as Schedule B.~~

These articles are signed in duplicate.

**HAMMOND MANUFACTURING COMPANY LIMITED**

By: [Signature]  
Robert F. Hammond - Chairman

By: [Signature]  
William G. Hammond - President

**HAMMOND MANUFACTURING HOLDINGS LIMITED**

By: [Signature]  
Robert F. Hammond - President

By: [Signature]  
William G. Hammond - Vice-President

**SCHEDULE A**

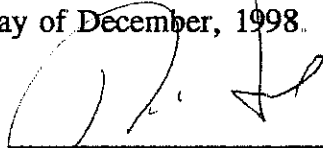
**HAMMOND MANUFACTURING COMPANY LIMITED**

**STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO  
SUBSECTION 178(2) OF THE BUSINESS CORPORATIONS ACT**

I, Robert F. Hammond, of the City of Guelph, in the County of Wellington, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act").
2. I am the Chairman and Chief Executive Officer of Hammond Manufacturing Company Limited (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation and have made such enquiries and investigations as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
  - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation and Hammond Manufacturing Holdings Limited will be able to pay its liabilities as they become due; and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation and, therefore, subsections 178(2)(c) and (d) of the Act are not applicable.

This Statement is made this 21 day of December, 1998.

  
\_\_\_\_\_  
**ROBERT F. HAMMOND**  
Chairman

## SCHEDULE B

### HAMMOND MANUFACTURING COMPANY LIMITED

#### DIRECTORS' RESOLUTIONS

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS Hammond Manufacturing Holdings Limited (the "Subsidiary") is a wholly-owned subsidiary corporation of Hammond Manufacturing Company Limited (the "Corporation");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and the Subsidiary amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

#### NOW THEREFORE BE IT RESOLVED THAT:

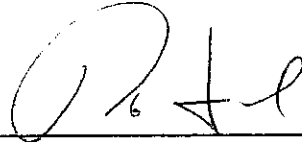
1. The amalgamation (the "Amalgamation") of the Corporation and the Subsidiary effective 12:00:01 a.m. on January 1, 1999, pursuant to the provisions of subsection 177(1) of the Act, be and the same is hereby approved;
2. Upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Subsidiary shall be cancelled without any repayment of capital in respect thereof;
3. Except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of the Corporation;
4. Upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
6. Any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation,

the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

\* \* \*

The undersigned hereby certifies that the foregoing is a true and complete copy of a resolution which was consented to by the directors of Hammond Manufacturing Company Limited on the        day of December, 1998, and that the said resolution is in full force and effect, unamended at the date hereof.

DATED as of the 21 day of December, 1998.

A handwritten signature in black ink, appearing to read 'R. F. Hammond', is written over a horizontal line.

**Robert F. Hammond**  
**Chairman**