

From: Butler, Kaitlin Sophia
To: Head, Neil Martin; Worsfold, Scott
Subject: FW: C-CORE, Genesis and CCFI Articles of Incorporation
Date: Friday, January 19, 2024 10:46:00 AM
Attachments: C Core - By-law signed August 2013.pdf
 Genesis By-Law Amendments 2014 and 2017.pdf
 Genesis By-Laws Oct 2011.pdf
 CCFI Amended By-Laws January 20, 2022.pdf

NOTE TO APPLICANT: The attachments are located previously in the records.

IAP Office

Good morning,

Neil: I reached out to Debbie for the articles of incorporation and attached is what she had. I note that these aren't the actual articles, but the by-laws.

s. 30(1) (a)

Thank you,

Kaitlin

Kaitlin Butler
 Access and Privacy Analyst

From: Collis, Deborah <dcollis@mun.ca>
Sent: Thursday, January 18, 2024 4:49 PM
To: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Subject: RE: C-CORE, Genesis and CCFI Articles of Incorporation

Hi Kaitlin,

This is what I have,

Debbie

Deborah Collis, CPA, CA
 Chief Financial Officer
 University of New Brunswick
 Elizabeth Ave., St. John's
 - 222 Email: dcollis@mun.ca

From: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Sent: Thursday, January 18, 2024 2:26 PM
To: Collis, Deborah <dcollis@mun.ca>
Subject: C-CORE, Genesis and CCFI Articles of Incorporation

Hi Debbie,

NOTE TO APPLICANT: The remainder of this email is located previously in the records.

IAP Office

From: [Butler, Kaitlin Sophia](#)
To: [Worsfold, Scott](#)
Subject: FW: C-CORE, Genesis and CCFI Articles of Incorporation
Date: Friday, January 19, 2024 1:10:00 PM
Attachments: [C Core By law signed August 2013.pdf](#)
[Genesis By Law Amendments 2014 and 2017.pdf](#)
[Genesis By Laws Oct 2011.pdf](#)
[CCFI Amended By Laws, January 20, 2022.pdf](#)

NOTE TO APPLICANT: The attachments are located previously in the records.

IAP Office

Hi Scott,

[REDACTED]

s. 30(1) (a)

Thanks!

Kaitlin

Kaitlin Butler
 Access and Privacy Analyst

From: Butler, Kaitlin Sophia
Sent: Friday, January 19, 2024 10:46 AM
To: Head, Neil Martin <nhead@mun.ca>; Worsfold, Scott <dsworsfold@mun.ca>
Subject: FW: C-CORE, Genesis and CCFI Articles of Incorporation

Good morning,

Neil: I reached out to Debbie for the articles of incorporation and attached is what she had. I note that these aren't the actual articles, but the by-laws.

[REDACTED]

s. 30(1) (a)

Thank you,

Kaitlin

Kaitlin Butler
 Access and Privacy Analyst

From: Collis, Deborah <dcollis@mun.ca>
Sent: Thursday, January 18, 2024 4:49 PM
To: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Subject: RE: C-CORE, Genesis and CCFI Articles of Incorporation

Hi Kaitlin,

NOTE TO APPLICANT: The remainder of this email is located previously in the records.

IAP Office

From: Worsfold, Scott
To: Butler, Kaitlin Sophia
Cc: Head, Neil Martin
Subject: RE: C-CORE, Genesis and CCFI Articles of Incorporation
Date: Friday, January 19, 2024 1:17:21 PM

s. 30(1) (a)

Scott



Scott Worsfold, BA, M.Div., LLB
 General Counsel
 Office of the General Counsel
 Arts & Administration Building Rm A 1005
 230 Elizabeth Ave.,
 PO Box 4200
 St. John's, NL
 A1C 5S7
 T: 709-864 7695
 E: dworsfold@mun.ca

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From: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Sent: Friday, January 19, 2024 1:11 PM
To: Worsfold, Scott <dworsfold@mun.ca>
Subject: FW: C-CORE, Genesis and CCFI Articles of Incorporation

Hi Scott,

s. 30(1) (a)

Thanks!

Kaitlin

NOTE TO APPLICANT: The remainder of this email thread is located previously in the records.

IAP Office

From: [Head, Neil Martin](#)
To: [Butler, Kaitlin Sophia](#)
Cc: [Worsfold, Scott](#); [Lee, Raelene L](#)
Subject: RE: C-CORE, Genesis and CCFI Articles of Incorporation
Date: Monday, January 22, 2024 10:27:26 AM
Attachments: [CCFI Letters Patent Dec 1989.pdf](#)
[CCFI Continuation Oct 14 2014.pdf](#)
[C Core Letters Patent Sept 1991 to 2006.pdf](#)
[C Core Continuation Sept 2013.pdf](#)
[Genesis Certificate of Amendments Aug 7 2014.pdf](#)

NOTE TO APPLICANT: The attachments are located after this email thread.

IAP Office

Hi Kaitlin

Sorry for not getting this to you on Friday

s. 29(1) (a)

s. 29(1) (a)

Genesis (formerly Seabright Corp) was provincial. I have attached what is on file here. Seabright was incorporated in 1989 (no doc on CADO), then dissolved in 2005.

See attachments.

CCFI

- Letters Patent (Dec 1989)
- CCFI Continuation (Oct 2014)

C-CORE

- Letters Patent (Sept 1991) with Supplementary Letters Patent (1992, 2002, 2006) – This document includes some by-law amendments
- C-Core Continuation (Oct 2013)

s. 29(1) (a)

Genesis Group Inc.

- Certificate of Amendments with Articles of Amendment (2014) -

s. 29(1) (a)

Thanks

Neil

NEIL M. HEAD . ASSISTANT TO GENERAL COUNSEL

Office of the General Counsel
 Memorial University of Newfoundland
 Arts and Administration Building | Room A1005
 St. John's, NL
 709 864 6481 | nhead@mun.ca

www.mun.ca/generalcounsel

From: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Sent: Friday, January 19, 2024 1:24 PM
To: Worsfold, Scott <dsworsfold@mun.ca>
Cc: Head, Neil Martin <nhead@mun.ca>
Subject: RE: C-CORE, Genesis and CCFI Articles of Incorporation

Thank you for the update, Scott! Much appreciated.

Kaitlin

Kaitlin Butler
 Access and Privacy Analyst

From: Worsfold, Scott <dsworsfold@mun.ca>
Sent: Friday, January 19, 2024 1:17 PM
To: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Cc: Head, Neil Martin <nhead@mun.ca>
Subject: RE: C-CORE, Genesis and CCFI Articles of Incorporation

s. 30(1) (a)

Scott



Scott Worsfold, BA, M.Div., LLB
 General Counsel
 Office of the General Counsel
 Arts & Administration Building Rm A-1005
 230 Elizabeth Ave.,
 PO Box 4200
 St. John's, NL
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 E: dsworsfold@mun.ca

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NOTE TO APPLICANT: The remainder of this email thread is located previously in the records.

IAP Office



Consumer and
Corporate Affairs Canada

Consommation
et Corporations Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

255139-0

C A N A D A

LETTERS PATENT

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

CANADIAN CENTRE FOR FISHERIES INNOVATION

THEREFORE the Minister of Consumer and Corporate Affairs 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 13, 1989

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.



s. 40(1)

for the Minister of Consumer and
Corporate Affairs

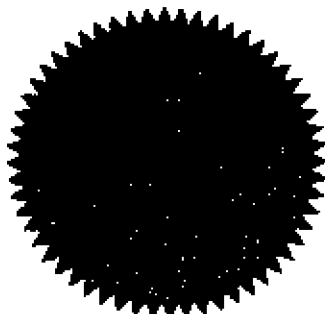
RECORDED 18th December, 1989

Film 627 Document 261



s. 40(1)

Deputy Registrar General of Canada



Canada

CCA-2462 (8-89) 45

APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE

CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

To the Minister of Consumer and Corporate Affairs of Canada.

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs 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 become members of the Corporation thereby created, a body corporate and politic under the name of

CANADIAN CENTRE FOR FISHERIES INNOVATION

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

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

LESLIE G. O'REILLY
5 Kilkenny Street, St. John's, NF,
Educator;

LESLIE HARRIS,
8 Ellis Place, St. John's, NF,
Educator;

IAN J. REID
125 Rennies Mill Road, St. John's, NF
Businessman.

The said LESLIE G. O'REILLY, LESLIE HARRIS, AND IAN J. REID will be the first directors of the Corporation.

III

The object of the Corporation is, without competing with industry, to apply the fisheries - related science and technology capability in Memorial University of Newfoundland and the Newfoundland and Labrador Institute of Fisheries and Marine Technology "(The Marine Institute)" to the problems and potential of the fishing industry with the goal of making that industry more productive and profitable; To do so, the Centre shall undertake:

- (a) to identify areas in which Memorial University and the Marine Institute have a particular contribution to make to fisheries innovation based on their facilities and expertise;
- (b) to work with existing groups in Newfoundland and elsewhere in Atlantic Canada to identify industry problems, priorities and new opportunities for commercial exploitation;
- (c) to develop a series of research, development and demonstration projects in harvesting, processing, aquaculture and marine biotechnology that match the needs of the industry with the resources of the institutions, government agencies and private firms;
- (d) to identify and develop research, development and technical service capabilities to support the extended fisheries sector including those involved in catching, culturing or processing fish, those providing technical or financial assistance to participants, those responsible for regulating the resource, or those engaged in manufacturing equipment, products or supplies for use in the industry;
- (e) to integrate the institutional capabilities represented by the Centre with existing government networks to assemble and disseminate information and transfer technology to the fishing industry; and
- (f) to ensure that the Centre has a regional as well as a provincial impact by making capabilities accessible and the results of projects available outside Newfoundland.

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

IV

The place within Canada where the head office of the Corporation is to be situated is: St. John's, Newfoundland.

V

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to another

organisation that carries on similar activities.

VI

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorised 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 debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,
- (e) secure any such 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.

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.

VII

The By-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

VIII

The Corporation is to carry on its operations 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 St. John's in the Province of
Newfoundland this 4th day of Dec. A.D. 1989.

s. 40(1)

LESLIE G. O'REILLY

s. 40(1)

LESLIE HARRIS

s. 40(1)

IAN J. REID



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

CANADIAN CENTRE FOR FISHERIES INNOVATION

Corporate name / Dénomination de l'organisation

255139-0

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named
corporation, the articles of continuance of which
are attached, is continued under section 211 of
the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée,
dont les statuts de prorogation sont joints, a été
prorogée en vertu de l'article 211 de la *Loi
canadienne sur les organisations à but non
lucratif*.

s. 40(1)

Virginie Ethier

Director / Directeur

2014-10-14

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)

Canada

Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II

1 Current name of the corporation

Canadian Centre for Fisheries Innovation

2 If a change of name is requested, indicate proposed corporate name

None

3 Corporation number

2, 5, 5, 1, 3, 9, -, 0

4 The province or territory in Canada where the registered office is situated

Newfoundland and Labrador

5 Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

15

Maximum number

18

6 Statement of the purpose of the corporation

The object of the Corporation is, without competing with industry, to apply the institutional capability in Memorial University of Newfoundland and other universities and colleges in Canada to the problems and potential of the aquaculture, fish harvesting and seafood processing industries, with the goal of making those industries more productive and profitable.

7 Restrictions on the activities that the corporation may carry on, if any

None

Form 4031
Articles of Continuance (transition)

8 The classes, or regional or other groups, of members that the corporation is authorized to establish

Membership in the corporation shall be limited to Memorial University of Newfoundland.

9 Statement regarding the distribution of property remaining on liquidation

In the event of the dissolution or winding-up of the Corporation, all of its remaining assets, after the discharge of all of its liabilities, shall be distributed to one or more qualified donees, within the meaning of subsection 248(1) of the Income Tax Act, other than the Corporation's member, Memorial University of Newfoundland.

10 Additional provisions, if any

These Articles of Continuance replace and supercede the Letters Patent of the corporation dated December 13, 1989.

11 Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature

s. 40(1)

Print name

GABRIEL GREGORY

Phone number

s. 40(1)

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).



Consumer and
Corporate Affairs Canada

Canada
Corporations Act

Consommation
et Corporations Canada

Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

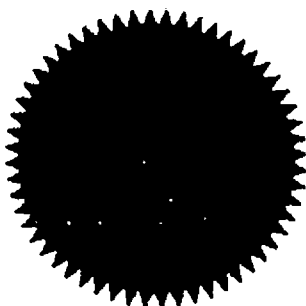
WHEREAS an application has been filed to incorporate a corporation under the name

C-CORE - CENTRE FOR COLD OCEAN
RESOURCES ENGINEERING

THEREFORE the Minister of Consumer and Corporate Affairs 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 - September 3, 1991

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.



for the Minister of Consumer and
Corporate Affairs

RECORDED 12th September, 1991

Film 657 Document 15

s. 40(1)

s. 40(1)

Deputy Registrar General of Canada

Canada

27A/102/00000

APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE
CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

To the Minister of Consumer and Corporate Affairs of Canada.

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs 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 become members of the Corporation thereby created, a body corporate and politic under the name of

C-CORE - CENTRE FOR COLD OCEAN RESOURCES ENGINEERING

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

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

W.
CHARLES L. WHITE, Chairman of the Board of Regents,
Memorial University of Newfoundland
10 Nottingham Drive, St. John's, Newfoundland, A1E 4E7

- 2 -

ARTHUR MAY, President of Memorial University of Newfoundland
20 Baker Street, St. John's, Newfoundland, A1A 5A7

JACK I. CLARK, Director of C-CORE, Memorial University of
Newfoundland
6 Dover Place, St. John's, Newfoundland, A1B 2P5

The said Charles ^{W.} White, Arthur May and Jack I. Clark will be
the first directors of the Corporation.

III

The objects of the Corporation shall be to undertake engineering research designed to assist in the safe and orderly development and utilization of Canada's ocean-related resources. The Corporation shall:

- (a) concentrate its research activities on the solution of a limited number of carefully defined specific engineering problems that are clearly of national interest and of long-term concern to industry and government;
- (b) proceed as far as necessary with its research to demonstrate the viability of the ideas developed and to introduce other organizations to the potential benefits of further development;
- (c) contribute to the training of people competent to work within the ocean environment and capable of solving engineering and related problems identified as critical inhibitors of important potential development and safe operations in that environment;
- (d) keep people in industry, governments and universities informed by the timely publication of its research results, by the publication of a regular newsletter, distribute annually a report summarizing the Corporation's projects,

- 3 -

and by the organization of conferences, seminars and workshops.

IV

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

V

The place within Canada where the head office of the Corporation is to be situated is: St. John's, Newfoundland.

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to Memorial University of Newfoundland.

VII

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;

- 4 -

- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,
- (e) secure any such 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.

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.

VIII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to,

IX

The Corporation is to carry on its operations 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 St. John's, in the Province of Newfoundland, this 29th day of August, 1991.

s. 40(1)

s. 40(1)

Signature of Applicant



Consumer and
Corporate Affairs Canada
Canada
Corporations Act

Consommation
et Corporations Canada
Loi sur les
corporations canadiennes

C A N A D A

SUPPLEMENTARY LETTERS PATENT

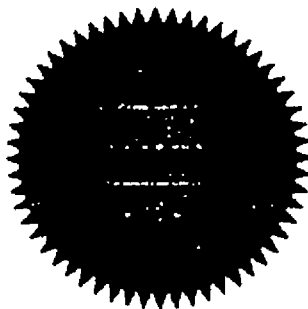
Issued to

**C-CORE - CENTRE FOR COLD OCEAN
RESOURCES ENGINEERING**

The Minister of Consumer and Corporate Affairs by virtue of the powers vested in him by the Canada Corporations Act, does hereby vary the objects of the Corporation as provided in BY-LAW NO. 1 of the said Corporation, a copy of which is annexed hereto to form part of these presents.

Date of Supplementary Letters Patent - December 7, 1992

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs.



s. 40(1)

for the Minister of Consumer and
Corporate Affairs

RECORDED 22nd December, 1992

Film 681 Document 114



s. 40(1)

Deputy Registrar General of Canada

Canada

CCA 242/8946

BY-LAW RESPECTING CHANGE OF OBJECTSC-CORE - CENTRE FOR COLD OCEAN RESOURCES ENGINEERINGBY-LAW NO. 1

Being a By-Law respecting change of objects, BE IT ENACTED and it is hereby enacted as a By-Law of C-CORE, Centre for Cold Ocean Resources Engineering (herein referred to as the "Corporation"), that:

1. The Corporation be and is hereby authorized to make Application to the Honourable the Minister of Consumer and Corporate Affairs for Supplementary Letters Patent changing the objects of the Corporation by deleting and expunging therefrom the following:

"III. The objects of the Corporation shall be to undertake engineering research designed to assist in the safe and orderly development and the utilization of Canada's Ocean-Related Resources. The Corporation shall:

- (a) Concentrate its research activities on the solution of a limited number of carefully defined specific engineering problems that are clearly of national interest and of long-term concern to industry and government;
- (b) Proceed as far as necessary with its research to demonstrate the viability of the ideas developed and to introduce other organizations to the potential benefits of further developments;
- (c) Contribute to the training of people competent to work within the ocean environment and capable of solving engineering and related problems identified as critical inhibitors of important potential development and safe operations in that environment;
- (d) Keep people in industry, governments and universities informed by the timely publication of its research results, by the publication of a regular newsletter, distribute annually a report summarizing the corporation's projects, and by the organization of conferences, seminars and workshops."

and by substituting therefore the objects hereinafter set forth:

- 2 -

"III. The objects of the Corporation shall be to be amongst the top engineering research, development and technology transfer organizations contributing to the safe and productive use of Canada's ocean resources. The Corporation shall:

- (a) Conduct research and development in a limited number of engineering and scientific areas, chosen in collaboration with industry and government, directed towards the solution of specific problems, or the development of new opportunities, in the ocean resources fields in Canada;
- (b) Demonstrate the technical viability of any concept, method or product resulting from the research and development program and to promote its transfer and dissemination to industry in Canada;
- (c) Contribute to the education and training of people to work within the ocean environment as an integral part of the research and development program;
- (d) Provide a working environment for staff that contributes to their professional and career development, including business and management skills;
- (e) Communicate results on a timely basis to industry, government and the scientific community in a manner that promotes strong science and technology oriented culture in Canada."

2. The Directors be and are hereby authorized to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

DATED at the City of St. John's, in the Province of Newfoundland, this 6th day of November, 1991.

C-CORE - CENTRE FOR COLD
OCEAN RESOURCES ENGINEERING

PER: _____

S. 40(1)

JACK I. CLARK - PRESIDENT

PER: _____

S. 40(1)

JUDITH A. WHITTICK -
SECRETARY

CORPORATE
SEAL



Industry Canada Industrie Canada
 Canada Loi sur les
 Corporations Act corporations canadiennes

C A N A D A

SUPPLEMENTARY LETTERS PATENT

issued to

C-CORE - CENTRE FOR COLD OCEAN RESOURCES ENGINEERING

The Minister of Industry by virtue of the powers vested in him by the Canada Corporations Act, does hereby change the name of the Corporation from C-CORE - CENTRE FOR COLD OCEAN RESOURCES ENGINEERING to C-CORE as provided in BY-LAW NO.2 of the said Corporation, a copy of which is annexed hereto to form part of these presents.

Date of Supplementary Letters Patent - April 15, 2002

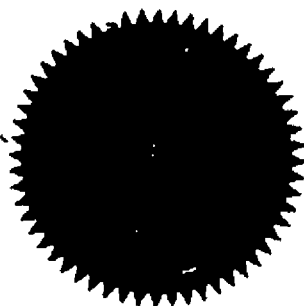
GIVEN under the seal of office of the Minister of Industry.



s. 40(1)

for the Minister of Industry

File Number: 274860-6



Canada



Industry Canada Industrie Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

SUPPLEMENTARY LETTERS PATENT

issued to

C-CORE

The Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, does hereby amend and vary the provisions of the letters patent incorporating the Corporation as provided in BY-LAW NO.3 of the said Corporation, a copy of which is annexed hereto to form part of these presents.

Date of Supplementary Letters Patent - October 27, 2006

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



s. 40(1)

for the Minister of Industry

File Number: 274860-6



Schedule A

BY-LAW RESPECTING CHANGE OF OBJECTS

C-CORE

BY-LAW NO. 3

Being a By-Law respecting change of objects, BE IT ENACTED and it is hereby enacted as a By-Law of C-CORE (herein referred to as the "Corporation"), that:

- I. The Corporation be and is hereby authorized to make Application to the Honourable Minister of Industry for Supplementary Letters Patent changing the objects of the Corporation by deleting and expunging therefrom the following:

III The objects of the Corporation shall be to be amongst the top engineering research, development and technology transfer organizations contributing to the safe and productive use of Canada's ocean resources. The Corporation shall:

- (a) Conduct research and development in a limited number of engineering and scientific areas, chosen in collaboration with industry and government, directed towards the solution of specific problems, or the development of new opportunities, in the ocean resources fields in Canada;*
- (b) Demonstrate the technical viability of any concept, method or product resulting from the research and development program and to promote its transfer and dissemination to industry in Canada;*
- (c) Contribute to the education and training of people to work within the ocean environment as an integral part of the research and development program;*
- (d) Provide a working environment for staff that contributes to their professional and career development, including business and management skills;*
- (e) Communicate results on a timely basis to industry, government and the scientific community in a manner that promotes strong science and technology oriented culture in Canada.*

and by substituting therefore the objects as hereinafter set forth:

III. The objects of the Corporation shall be to be amongst the top engineering research, development and technology transfer organizations contributing to the safe and productive use of Canada's resources. The Corporation shall:

- (a) Conduct research, development and service provision in a number of engineering and applied science areas, chosen in collaboration with industry and government, directed towards the solution of specific problems, or the development of new opportunities;
- (b) Demonstrate the technical viability of any concept, method or product resulting from the research and development program and to promote its dissemination;
- (c) Contribute to the education and training of people to work as an integral part of the research and development program;
- (d) Provide a working environment that contributes to professional and career development, including business and management skills;
- (e) Communicate results on a timely basis to industry, government and the scientific community in a manner that promotes strong science and technology oriented culture in Canada; and
- (f) Market any proprietary innovations and research capability developed by the Corporation in order to earn income for the furtherance of its objects.

2. The Directors be and are hereby authorized to do, sign and execute all things, deeds and documents necessary, including the application to Corporations Canada for Supplementary Letters Patent and the filing therewith of any documents required or desirable for the due carrying out of the foregoing, resolutions.

Dated at the City of St. John's, in the Province of Newfoundland and Labrador, this 18th day of October 2006.

C-CORE

Per:

Charles Randall, Ph.D., P.Eng.
President & CEO

s. 40(1)

Per:

Mary Booton, Secretary

s. 40(1)

Certified a true copy of By-Law No. 2 of C-CORE - CENTRE FOR COLD OCEAN
RESOURCES ENGINEERING enacted by the directors the Company on 8
November, 2001 and sanctioned by a vote of the not less than 2/3 of the
members present at a special meeting of the corporation held 12 March 2002.

s. 40(1)

Secretary



BY-LAW NO. 2

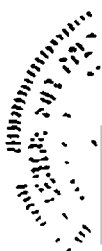
A by-law changing the corporate name and authorizing application for the issue of Supplementary Letters Patent to confirm the same

BE IT ENACTED AND IT IS HEREBY ENACTED as By-law No.2 of C-CORE -- CENTRE FOR COLD OCEAN RESOURCES ENGINEERING (herein called the corporation):

1. That, subject to confirmation by Supplementary Letters Patent, the name of the corporation is hereby changed to C-CORE
2. That the corporation be and is hereby authorized to make application to the Minister of Industry for the issue of Supplementary Letters Patent confirming this by-law insofar as it relates to changing the name of the corporation to C-CORE.
3. That the directors and officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing

ENACTED this 8th day of November 2001

WITNESS the corporate seal of the corporation



[Redacted signature area]

s. 40(1)

President Judith Whittick

[Handwritten signature]

[Redacted signature area]

s. 40(1)

Secretary



Industry Canada Industrie Canada

Corporations Directorate
5^e floor
Jean Edmonds Towers South
368 Laurier Avenue West
Ottawa, Ontario K1A 0G8

Direction générale des Corporations
5^e étage
Tour Jean Edmonds sud
368, avenue Laurier ouest
Ottawa (Ontario) K1A 0G8

October 23, 2002

Mr. Gregory J. Connors
Patterson Palmer
Scotia Centre
215 Water Street
P.O. Box 610
St. John's, Newfoundland and Labrador
A1C 5L3

Dear Mr. Connors:

RE: By-law Amendments
C-CORE

This will acknowledge receipt of your letters dated July 30 and October 10, 2002 concerning the by-law amendments which were duly sanctioned by the members on July 24, 2002.

The amendments have received Ministerial approval as of August 7, 2002.

Sincerely,



s. 40(1)

Richard G. Shaw
Director General
Corporations Directorate

RGS/j1

Canada



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

C-CORE

Corporate name / Dénomination de l'organisation

274860-6

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 211 of the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts de prorogation sont joints, a été prorogée en vertu de l'article 211 de la *Loi canadienne sur les organisations à but non lucratif*.

s. 40(1)

Marcie Girouard

Director / Directeur

2013-09-16

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



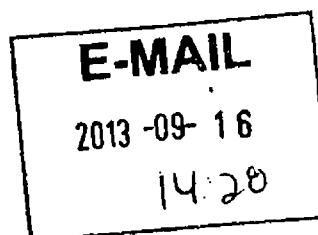
Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1	Current name of the corporation
	C-CORE
2	If a change of name is requested, indicate proposed corporate name
	n/a
3	Corporation number
	2 7 4 8 6 0 - 8
4	The province or territory in Canada where the registered office is situated
	Newfoundland and Labrador
5	Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)
	Minimum number 9 Maximum number 15
6	Statement of the purpose of the corporation
	See attached Schedule 1.
7	Restrictions on the activities that the corporation may carry on, if any
	None.



Form 4031
Articles of Continuance (transition)

8 The classes, or regional or other groups, of members that the corporation is authorized to establish

The Corporation is authorized to establish one class of Members. Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members of the Corporation.

9 Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to Memorial University of Newfoundland, a body corporate, pursuant to the Memorial University of Newfoundland Act, R.S.N.L. 1990, c. M-7.

10 Additional provisions, if any

See attached Schedule 2.

11 Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature

s. 40(1)

Print name

Susan Kennedy

Phone number

(709) 864-8359

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

E-MAIL

2013-09-16

14:28

SCHEDULE 1

The purpose of the Corporation is to be amongst the top engineering, research, development and technology transfer organizations contributing to the safe and productive use of Canada's resources. The Corporation shall carry on its undertaking to achieve its purpose, which shall include without limitation the following activities:

- a) Conduct research, development and service provision in a number of engineering and applied science areas, chosen after considering input from various stakeholders, directed towards the solution of specific problems, or the development of new opportunities;
- b) Demonstrate the technical viability of any concept, method or product resulting from the research and development programs and promote its dissemination;
- c) Contribute to the education and training of people to work as an integral part of the research and development program;
- d) Provide a working environment that contributes to professional and career development, including business and management skills; and
- e) Communicate results on a timely basis to industry, government and the scientific community in a manner that promotes strong science and technology oriented culture in Canada.

SCHEDULE 2

The Corporation shall be carried on without the purpose of gain for its Members, and any profits or other accretions to the Corporation shall be used in furtherance of its purpose.

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

The Board of Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members.

Any by-law, amendment or repeal of a by-law shall require confirmation by Special Resolution of the members.



GOVERNMENT OF NEWFOUNDLAND AND LABRADOR
Service NL

*THE CORPORATIONS ACT
FORM 5*

CERTIFICATE OF AMENDMENT

(Sections 279, 286)

Corporation Name: **Genesis Group Inc.**
Corporation Number: **13600**
Date of Amendment: **August 7, 2014**

I certify, as per the attached Articles of Amendment, that the Articles of Incorporation for this Corporation have been amended under the Corporations Act of Newfoundland and Labrador.

s. 40(1)



REGISTRAR OF COMPANIES
For Province of Newfoundland and Labrador
August 8, 2014



REGISTRY OF COMPANIES
Company No 13600
Filed August 7, 2014
Receipt No 800096FO

GOVERNMENT OF
NEWFOUNDLAND AND LABRADOR
Department of Government Services and Lands

[Redacted] s. 40(1)
Registry of Companies

The Corporations Act (Form 4)
Articles of Amendment (Section 54, 285) **REGISTERED**

1. Name of Corporation Genesis Group Inc.	2. Corporation No. 13600
3. The articles of the above-named corporation are amended as follows:	

By adding those provisions which are attached as Schedule A to this Articles of Amendment to the Other Provisions which are annexed as Schedule 3 to the Articles of Continuance.

Date 6/25/2014	Signature <u>[Redacted]</u>	Description of Office President & CEO	s. 40(1)
For Department Use Only			

Registry of Companies, P.O. Box 8700, Confederation Building, St. John's, NF A1B 4J6

Filed: [Redacted]
2
R
\$ 50-800096FO

Schedule "A"

- (5) For greater certainty, the Memorandum of Association and Articles of Association dated and filed with the Registry of Companies on October 3, 1980 has been replaced by the Articles of Continuance of the Corporation, as amended.
- (6) The Corporation is to be carried on without pecuniary gain to its shareholders, except as set out herein.
- (7) Any surplus or accretions to the Corporation whatsoever and wheresoever derived, shall be applied solely towards the promotion of the objects of the Corporation, and no portion thereof shall be paid or transferred directly or indirectly or by way of dividend, bonus or otherwise, to the shareholders of the Corporation provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Corporation, or to any shareholder of the Corporation, nor prevent payment of interest on money lent or proper rent for premises demised or lent by any shareholder of the Corporation to the Corporation, or prevent the distribution of net taxable capital gains (taxable capital gains less allowable capital losses) as well as a return of capital to the shareholders.
- (8) If upon winding up or dissolution of the Corporation, there remains after the satisfaction of its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the shareholders of the Corporation, but shall be given or transferred to an organization in the Province of Newfoundland and Labrador, the undertaking of which is charitable or beneficial to the community.

From: Butler, Kaitlin Sophia
To: Maggie Noseworthy (maggie.noseworthy@mun.ca)
Subject: FW: C-CORE, Genesis and CCFI Articles of Incorporation
Date: Tuesday, January 23, 2024 10:42:00 AM
Attachments: [CCFI Letters Patent Dec 1989.pdf](#)
[CCFI Continuance Oct 14 2014.pdf](#)
[C-Core Letters Patent Sept 1991 to 2006.pdf](#)
[C-Core Continuance Sept 2013.pdf](#)
[Genesis Certificate of Amendments Aug 7 2014.pdf](#)

NOTE TO APPLICANT: The attachments are located previously in the records.

IAP Office

Hi Maggie,

s. 29(1) (a)

Below and attached is the documentation [REDACTED] regarding the SIEs. [REDACTED]

s. 29(1) (a)

Thank you,

Kaitlin

Kaitlin Butler
Access and Privacy Analyst

From: Head, Neil Martin <nhead@mun.ca>
Sent: Monday, January 22, 2024 10:27 AM
To: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Cc: Worsfold, Scott <dsforsfold@mun.ca>; Lee, Raelene L <raelenelee@mun.ca>
Subject: RE: C-CORE, Genesis and CCFI Articles of Incorporation

Hi Kaitlin

Sorry for not getting this to you on Friday [REDACTED]

s. 29(1) (a)

s. 29(1) (a)

Genesis (formerly Seabright Corp) was provincial. I have attached what is on file here. Seabright was incorporated in 1989 (no doc on CADO), then dissolved in 2005.

See attachments.

CCFI

- Letters Patent (Dec 1989)
- CCFI Continuance (Oct 2014)

C-Core

- Letters Patent (Sept 1991) with Supplementary Letters Patent (1992, 2002, 2006) – This

NOTE TO APPLICANT: The remainder of this email is located previously in the records.

IAP Office

From: [Butler, Kaitlin Sophia](#)
To: [Noseworthy, Maggie](#)
Subject: RE: [REDACTED]
Date: Tuesday, January 23, 2024 1:32:00 PM

s. 29(1) (a)

They're all saved in the file now! I also saved Nei's email to me where he attaches them and explains what he located

Thanks,
 K

Kaitlin Butler
 Access and Privacy Analyst

From: Butler, Kaitlin Sophia
Sent: Tuesday, January 23, 2024 1:27 PM
To: Noseworthy, Maggie <maggie.noseworthy@mun.ca>
Subject: RE: [REDACTED]

s. 29(1) (a)

No, they aren't but I'll do that now! I'll save them in the below file path:

002 17 286 23 > OIPC > Articles of Incorporation Documentation

Thanks,
 K

Kaitlin Butler
 Access and Privacy Analyst

From: Noseworthy, Maggie <maggie.noseworthy@mun.ca>
Sent: Tuesday, January 23, 2024 1:24 PM
To: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Subject: RE: [REDACTED]

s. 29(1) (a)

Have these been saved individually in the file? If not, would you mind doing that please so I can easily attach them to the correspondence?

Thanks!

Maggie Noseworthy | B.A., LL.B. (she/her)
 University Access and Privacy Advisor (Interim)
 Office of the General Counsel
 Memorial University of Newfoundland
 St. John's | Newfoundland and Labrador | A1C 5S7

From: Butler, Kaitlin Sophia <kaitlin.butler@mun.ca>
Sent: Tuesday, January 23, 2024 1:19 PM
To: Noseworthy, Maggie <maggie.noseworthy@mun.ca>
Subject: RE: [REDACTED]

[REDACTED] s. 29(1) (a)

Hi M,

[REDACTED]
[REDACTED] s. 29(1) (a)

Thanks!

K

Kaitlin Butler
Access and Privacy Analyst

s. 30(1) (a)

[REDACTED]