



Government
of Alberta ■
Authorized
Registry Agent

4660 Macleod Trail South, Calgary, Alberta T2G 5E8 Tel: 403-243-8935 Fax: 403-243-8929

Incorporation Information Sheet

When incorporating you are required to fill in all part of this package.

(If you are incorporating a Numbered company the name (NUAN's report) is not required)

If any part of the Articles of Incorporation contain more than 200 characters you will be required to save them to a disk, CD or USB in Microsoft WORD, Word Perfect, Word Pad, or Note Pad.

And also you can send the articles of incorporation to our company e-mail address (macleodtrail@gmail.com)

There is a fee of \$20.00 per pages if you wish for our office to type and save the articles for you if you do not wish to save them onto disk, CD, or USB.

As we are not legal advisors our office will not be able to help you with any part of this package. If you require help or advise it is recommended to contact a legal advisor (lawyer, or accountant) who will be able to offer your advise.

NUAN's Report - \$43.00

Incorporation - \$184.00

GETTING YOUR BUSINESS STARTED

BUSINESS NAME VS. ALBERTA CORPORATION NAME:

Sole Proprietorship (Trade Name Registration)/Partnership Name cannot contain a legal element in the name and the name can be used many times; Owner's/operators of these names have no legal rights to the name they've chosen, unless they incorporate. Sole Proprietorship (Trade Name Registration)/Partnership Name owner(s) are directly responsible & personally liable for the debts and obligations related the business.

**** *NUANS search is NOT required as the name is NOT protected*

Incorporated Names must contain a legal element (Ltd., Limited, Inc., Incorporated, Corp., Corporation). An incorporated name is only granted once, AND their name is protected in ALBERTA. The company is held liable and is used for WCB purposes.

**** *NUANS search is required for ALL Incorporated Names unless it is a Numbered Corporation.*

Opening a Bank Account: Most financial institutions will require proof that a business name has been registered. Proof of business names are issued once the business registration has been completed.

City of Calgary Business Licence: Information will be available by contacting the Calgary City Licencing Office at (403) 268-5521

GST Number: Please contact Revenue Canada at 1-800-959-5525 (and press 3) or visit www.ccr-aadrc2c.ca

WCB Workers Compensation Board:

General Inquiries:

Telephone: (780) 498-3999 Toll Free in ALBERTA: 1-866-922-9221

Outside Alberta: 1-800-661-9608

Fax: (780) 498-7999

WCB Regional Office:

Calgary Office: 300 6 Ave SE. Calgary, AB T2G 0G5

Telephone: (403) 517-6000 Fax: (403) 517-6201

INSURANCE: Your bank may require that you insure your Business Property; your Landlord may require Tenant's Insurance for Property and Liability; and your vehicle, whether owned by you or the company, will have to be insured properly in order to cover your business exposure. Please find the attached letter for more details.



INSURANCE

T/N of MKMK RISK MANAGEMENT INC.

Congratulations on your new business!

We understand that these are exciting times and we wish you all the best on your way to success.

We would like to take this opportunity to remind you of the risks that you would have to manage in order to protect your valuable business. As an experienced insurance broker, we can help you read the risks in your business and advise you on how to reduce these exposures. We can suggest an insurance mix that takes your risk tolerance and financial situation into account.

Most prevalent risks to your assets and capital may be covered by the following insurance coverage:

- **Property** - Insurance against property damage or theft protects assets of your company, including buildings, equipment, inventory, vehicle fleets, as well as intangible assets such as your accounts receivables.
- **Business Interruption** - As a result of property damage or theft, your business may not be able to operate normally. This may lead to loss of sales and even worse...clients. There are also business expenses such as your lease or payroll that may continue even when you're not in operation. There are various types of insurance coverage that can pay for your continuing expenses, the profit that you should have been making, and even the cost to expedite your business recovery.
- **Liability** - Every business is exposed to liabilities. No business is immune. You may have to pay for the Bodily Injury or Property Damage caused by your product or services or just negligence. Liability Insurance may be purchased to protect you against the damages awarded to the injured party, and also the resultant lawyer fees and court costs.

Every business is different and unique in its own way. We understand that the above information alone will not be enough to assess your needs. Please give us a call and we would be more than happy to provide you with a free, no-obligation assessment of your insurance needs.

We look forward to working with you!

Most sincerely,

Michael K.M. Kim
Canadian Accredited Insurance Broker /
Chartered Insurance Professional
Direct: 403.200.4588
Email: michael@mkmk.ca



Your Best Insurance
is an Insurance Broker



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NUANS REPORT

A pre search for your name will be performed before submitting the final search. The finalized NUANS report is \$43.00 for an **ALBERTA** name search. *For other name searches please ask for assistance for pricing.* All NUANS reports are valid for 90 days from the day they are submitted.

1) _____

2) _____

3) _____

NAME:

PHONE:

EMAIL;

Office Policy:

PLEASE ENSURE THAT YOU HAVE MET ALL REQUIREMENTS FOR THE TYPE OF NAME YOU ARE SEARCHING AS CLIENTS WILL BE HELD RESPONSIBLE FOR THEIR NAME SEARCH. THERE WILL BE NO REFUND OR DISCOUNT FOR ANY ADDITIONAL SEARCHES IF THERE IS AN ERROR ON THE CLIENTS PART (ie: spelling error, not meeting requirement for name etc..)

**** I understand the policy and rules and affirm that the attached NUANS report is correct:**

Signature _____

Date: _____

****REGISTRY AGENTS ARE UNABLE TO HELP DETERMINE ANY PART OF YOUR NAME AND WILL BE ABLE TO OFFER LEGAL ADVICE. FOR LEGAL ADVICE PLEASE REFER TO A LEGAL ADVISOR.****



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COMPILING YOUR MINUTE BOOK

MINUTE BOOK

A corporation is required to maintain various records. Many of the corporation's business records are contained in what is called a "minute book".

A "minute book" is simply a one inch binder which contains 10 tabs. You will have to buy the binder and tabs separately and compile the documents yourself.

Once you have purchased the one inch black binder and the 10 tabs, the tabs should be labelled as follows:

1. **CERTIFICATES AND ARTICLES**
2. **UNANIMOUS SHAREHOLDER AGREEMENT**
3. **BY-LAWS**
4. **DIRECTORS' MEETINGS**
5. **SHAREHOLDERS' MEETINGS**
6. **ANNUAL RETURNS**
7. **NOTICES**
8. **SHARE CERTIFICATES**
9. **REGISTERS**
10. **AGREEMENTS/LEASES AND FINANCIAL STATEMENTS**

What are shares?

The best description for this is that the shares of a corporation are UNITS of ownership which are issued to those persons INVESTING in the business (the shareholders). There are three (3) rights which a share can have:

- 1) the RIGHT to vote at any meeting of shareholders of the corporation
- 2) the RIGHT to receive dividends, if declared by the corporation; and
- 3) the RIGHT to receive the remaining assets or property of the corporation upon dissolution.

Shares are divided into different classes so that the various RIGHTS can be assigned to the different shares which shareholders may obtain. If a corporation has only one class of shares, then that class MUST contain all three (3) RIGHTS.

- **If there are** two (2) or more classes of shares, the rights, privileges, restrictions and conditions attaching to the shares of EACH class shall be set out in the articles,, and;

the rights set out in 6(1)(b)(i) & 26(3) in the *Business Corporations Act* shall be attached to at least one class of shares but all of those rights are NOT required to be attached to one class. All three rights must be assigned somewhere in the classes of shares issued.

Each share in the SAME class has the same rights. These rights are exercised in proportion to the percentage of that class of shares held by each person. If a shareholder has 51% of the "voting" shares then that shareholder will have the vast majority of the votes,

Another example, if person 1 has 52% of NON-VOTING shares and person 2 has 38% of the same class of NON-VOTING shares, then the dividends paid will be 62% to person 1 & 38% to person 2.

Share structure e.g.. [Unlimited number of Class of Shares Or a specified number of Class of Shares.]

*****THESE ARE EXAMPLES ONLY*****

- e.g. #1 100 Class A Common Voting Shares (which have all three (3) RIGHTS.)
- e.g. #2 Unlimited Number of Class A Shares (which have all three (3) RIGHTS.)
- e.g. #3 Class A & B Common Voting Shares
You must specify in detail what the RIGHTS are for each class.
- e.g. #4 Class A & B Voting Shares, Class C Shares which are *NON-VOTING*
You must specify in detail what the RIGHTS are for each class.
- e.g. #5 Class A & B Voting, Class C Shares which are NON-VOTING and.
Class D Shares which are NON-VOTING
You must specify in detail what the RIGHTS are for each class.
- e.g. #6. Class A & B Voting, Class C Shares which are NON-VOTING

Class D Shares which are NON-VOTING and Class E Shares NON-VOTING PREFERRED shares with Special rights & restrictions. (*For transferring your assets into your corporation*)

***You must specify in detail what the RIGHTS are for each class ***

If you need further assistance please consult a Lawyer OR your accountant for advice

Notice of Address or Notice of Change of Address

Business Corporations Act
Section 20

1. **Name of Corporation**

2. **Corporate Access Number**

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3. **Address of Registered Office** (*P.O. Box number **can only** be used by a Society*)

<i>Street</i>	<i>City / Town</i>	<i>Province</i>	<i>Postal Code</i>

OR

Legal Land Description	<i>Section</i>	<i>Township</i>	<i>Range</i>	<i>Meridian</i>

4. **Records Address** (*P.O. Box number **cannot** be used*)

<i>Street</i>	<i>City / Town</i>	<i>Province</i>	<i>Postal Code</i>

OR

Legal Land Description	<i>Section</i>	<i>Township</i>	<i>Range</i>	<i>Meridian</i>

5. **Address for Service by Mail** (*if different from Item 3*)

NOTE: *If this is a change, please read instructions carefully.*

<i>Post Office Box Only</i>	<i>City / Town</i>	<i>Province</i>	<i>Postal Code</i>

Authorized Signature
(for societies and non-profit companies only)

Name of Person Authorizing *(please print)*

Date

Telephone Number *(daytime)*

Identification
(not applicable for societies and non-profit companies)

Title *(please print)*

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.

Notice of Address or Notice of Change of Address

BUSINESS CORPORATIONS ACT

INSTRUCTIONS

This information must be submitted to your authorized service provider for filing with the Registrar upon incorporation, continuance or amalgamation or within 15 days of a change. It is not to be used by extra-provincial corporations.

Information filed with the Registrar pursuant to the Business Corporations Act must conform to Section 1 of the Regulations made under the Act.

For new corporations, continuances or amalgamations, Items 1 and 3 **must** be completed, and if applicable Items 4 and 5. For a change of address, Items 1 and 2 **must** be completed; as well as the address to be changed (Items 3, 4 or 5).

Item 1. Enter the corporation's full legal name.

Item 2. If this is for a change of address, you must enter the corporate access number. It is printed on the top right-hand corner of the:

- Certificate of Incorporation
- Certificate of Continuance
- Certificate of Amalgamation

Item 3. This address is required for all corporations and it **must** be:

- accessible for service by delivery
- accessible to the public during normal business hours
- in Alberta

Enter **one** of the following:

- the complete street address including postal code, or
- a legal land description. If you give a legal description, you **must** complete Item 5, giving a mailing address.

Item 4. You must complete this item if the corporation's records are kept somewhere other than at the registered office.

This address **must** be:

- in Alberta
- accessible to the public during normal business hours.

Enter **one** of the following:

- the complete street address, including postal code, or
- the legal land description

Item 5. Complete this item **ONLY IF** the corporation uses a post office address for mail delivery. This address **must** be:

- in Alberta
- a post office box

If this is a change of address and Item 5 no longer applies, **you must enter "N/A" in this space**, otherwise your mail will continue to be sent to your old post office address.

The following information **must** be included:

- signature of person authorizing (*for societies and non-profit companies only*)
- name of person authorizing
- title
- identification (*not applicable for societies and non-profit companies*)
- date
- daytime telephone number

FOR SOCIETIES AND NON-PROFIT COMPANIES ONLY

Complete this form and return both copies
(no fee required) to:

Alberta Registries
PO BOX 1007 STN MAIN
EDMONTON AB T5J 4W6

Walk-in Service

Corporate Registry
John E. Brownlee Bldg.
10365 - 97 Street
Edmonton, Alberta

For information call:

Edmonton: (780) 427-2311
Toll-free: 310-0000 and
then dial 427-2311

Articles of Incorporation

Business Corporations Act
Section 6

1. Name of Corporation

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2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

3. Restrictions on share transfers (if any):

4. Number, or minimum and maximum number, of directors that the corporation may have:

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

6. Other rules or provisions (if any):

7. Date authorized by Incorporators: _____
Year / Month / Day

Incorporators

Name of Person Authorizing (please print)	Address: (including postal code)
Identification	
Name of Person Authorizing (please print)	Address: (including postal code)
Identification	
Name of Person Authorizing (please print)	Address: (including postal code)
Identification	
Name of Person Authorizing (please print)	Address: (including postal code)
Identification	

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Articles of Incorporation

BUSINESS CORPORATIONS ACT

INSTRUCTIONS

This information is submitted to your authorized service provider for filing with the Registrar pursuant to the Business Corporations Act and must conform to Section 1 of the Regulations made under the Act.

Item 1. Enter the proposed corporate name that complies with Sections 10 and 12 of the Business Corporations Act.

Item 2. Enter details of the:

- rights,
- privileges,
- restrictions, and
- conditions

attached to each class of shares, along with the other details required by paragraph 6(1) (b) of the Act.

All shares **must**:

- be without nominal or par value, and
- comply with Part 5 of the Act.

Item 3. If you want to restrict the right to transfer shares, give the restriction. If transfer will NOT be restricted, please enter "NONE" on the form.

Item 4. Enter the following:

- the number of directors, or
- the minimum AND maximum number of directors that the corporation is allowed to have.

Item 5. If you want to restrict the business that the corporation may carry on:

- name the restrictions, and
- make clear whether the corporation is to be restricted TO carry on the business you have named or restricted FROM carrying it on.

Item 6. Enter any rules or provisions that are:

- permitted by the Act or Regulations,
- to be set out in the corporation's by-laws, and
- to form part of the Articles.

If there are no other provisions, please enter "NONE" on the form.

Item 7. Enter the date on which the incorporators authorize the filing.

Each incorporator must provide:

- **name of person authorizing**
- **identification**
- **his or her home address.**

If the incorporator is a corporation, give the corporation's name and the address of its registered office, and have a person authorized by the corporation enter his or her name and identification.

The Articles of Incorporation must be filed with the following:

- Notice of Address
- Notice of Directors
- an Alberta Name Search Report (from the NUANS database), dated not more than 90 days from the date the Articles of Incorporation are submitted to your authorized service provider.

NOTE: Due to limited space, an appropriate attachment adhering to Section 1 of the Regulations is acceptable.

Notice of Directors or Notice of Change of Directors

Business Corporations Act
Sections 106, 113 and 289

1. Name of Corporation

**2. Alberta Corporate
Access Number**

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3. The following persons were appointed Director(s) on _____ :
year / month / day

Name of Director <i>(Last, First, Second)</i>	Mailing Address <i>(including postal code)</i>	Are you a resident Canadian?	
		Yes	No
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>

4. The following persons ceased to hold office as Director(s) on _____ :
year / month / day

Name of Director <i>(Last, First, Second)</i>	Mailing Address <i>(including postal code)</i>

5. As of this date, the Director(s) of the corporation are:

Name of Director <i>(Last, First, Second)</i>	Mailing Address <i>(including postal code)</i>	Are you a resident Canadian?	
		Yes	No
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>	<input type="checkbox"/>

6. To be completed only by Alberta Corporations:

Are at least 1/4 of the members of the Board of Directors resident Canadians? Yes No

Authorized Signature
(applicable for non-profit companies only) *Name of Person Authorizing (please print)* *Date*

Telephone Number (daytime) *Identification*
(not applicable for non-profit companies) *Title (please print)*

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.

Notice of Directors or Notice of Change of Director

BUSINESS CORPORATIONS ACT

INSTRUCTIONS

This information is submitted to your authorized service provider for filing with the Registrar pursuant to the Business Corporations Act and must conform to Section 1 of the Regulations made under this Act.

- This form **should not** be used to submit a change of directors address.
- This form **is not** to be used by Alberta Societies.

Alberta Corporations:

Submit this information to your authorized service provider for filing with the Registrar:

- Upon incorporation, continuance, or amalgamation
- within 15 days of any change.

New corporations, continuances, or amalgamations are to complete Items 1, 5 and 6. For changes, complete items 1, 2, 5, and 6, as well as Item 3 or 4, or Items 3 and 4, where applicable.

Extra-Provincial Corporations:

- Submit this information to your authorized service provider for filing with the Registrar within 1 month of any change.
- Complete Items 1, 2, and 5, as well as Item 3 or 4, or Items 3 and 4, where applicable.

Item 1. Enter the corporation's full legal name in Alberta.

Item 2. If this is for a change of directors you must enter the Alberta Corporate Access Number of this corporation.

It is printed on the top right-hand corner of the:

- Certificate of Incorporation
- Certificate of Amalgamation
- Certificate of Continuance
- Certificate of Registration.

Item 3. Enter the following information:

- date the director(s) were appointed
- complete name (last, first, second)
- complete mailing address, including the postal code
- if an Alberta corporation, check whether each director is or is not a resident Canadian.

If an Alberta corporation, a director must be an individual.

Item 4. Enter the following information:

- complete name (last, first, second)
- complete mailing address, including the postal code
- date the director(s) ceased to hold office.

Item 5. Enter the following information:

- complete name (last, first, second)
- complete mailing address, including the postal code
- if an Alberta corporation, indicate whether each director is or is not a resident Canadian.

Officer information is not required on this form.

Item 6. Alberta corporations only are to check the appropriate box. The Business Corporations Act requires at least 1/4 of the directors of an Alberta corporation to be resident Canadians.

Alberta and Extra Provincial Corporations:

When the information is submitted to your service provider, the following **must** be included:

- name of person authorizing
- title of person authorizing
- identification of the authorized person
- date
- daytime telephone number

Non-Profit Companies:

When submitting your form, the following **must** be included:

- signature of person authorizing
- name of person authorizing
- title of person authorizing
- date
- daytime telephone number

FOR NON-PROFIT COMPANIES ONLY

Complete this form and return both copies
(no fee required) to:

Service Alberta
PO BOX 1007 STN MAIN
EDMONTON AB T5J 4W6

Walk-in Service
Corporate Registry
John E. Brownlee Bldg.
10365 - 97 Street
Edmonton, Alberta

For information call:
Edmonton: (780) 427-2311
Toll-free: 310-0000 and
then dial 427-2311

NOTE: Due to limited space, an appropriate attachment adhering to Section 1 of the Regulations is acceptable. Attachments or schedules should clearly indicate which item they pertain to.