

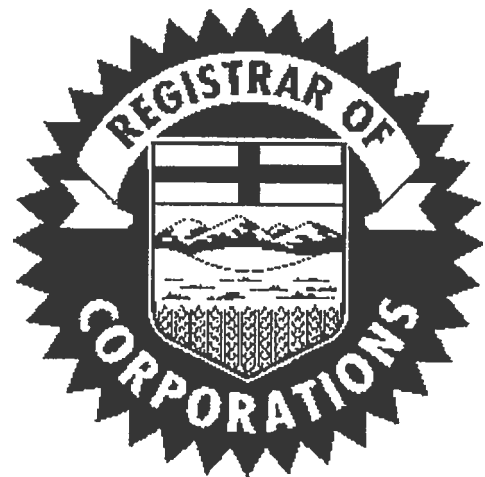
CORPORATE ACCESS NUMBER: 207766551

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT AND REGISTRATION  
OF RESTATED ARTICLES**

**OLYMPIA FINANCIAL GROUP INC.  
AMENDED ITS ARTICLES ON 2010/06/18.**



# Name/Structure Change Alberta Corporation - Registration Statement

**Alberta Amendment Date: 2010/06/18**

**Service Request Number:** 14886016

**Corporate Access Number:** 207766551

**Legal Entity Name:** OLYMPIA FINANCIAL GROUP INC.

**French Equivalent Name:**

**Legal Entity Status:** Active

**Alberta Corporation Type:** Named Alberta Corporation

**New Legal Entity Name:** OLYMPIA FINANCIAL GROUP INC.

**New French Equivalent Name:**

**Nuans Number:** 72611623

**Nuans Date:** 2001/12/28

**French Nuans Number:**

**French Nuans Date:**

**Share Structure:** SEE SCHEDULE "A" ATTACHED HERETO AND FORMING A PART HEREOF.

**Share Transfers Restrictions:** SEE SCHEDULE "C" ATTACHED HERETO AND FORMING A PART HEREOF.

**Number of Directors:**

**Min Number Of Directors:** 3

**Max Number Of Directors:** 15

**Business Restricted To:** NONE

**Business Restricted From:** NONE

**Other Provisions:** SEE SCHEDULE "B" ATTACHED HERETO AND FORMING A PART HEREOF.

**BCA Section/Subsection:** 173(1)(L)

**Professional Endorsement Provided:**

**Future Dating Required:**

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## Annual Return

File Year	Date Filed
2009	2009/12/03
2008	2009/02/09

2007 | 2008/03/28

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Statutory Declaration	10000896000284233	1997/12/23
Share Structure	ELECTRONIC	2002/01/10
Restrictions on Share Transfers	ELECTRONIC	2002/01/10
Other Rules or Provisions	ELECTRONIC	2002/01/10
Consolidation, Split, Exchange	ELECTRONIC	2002/01/10
Consolidation, Split, Exchange	ELECTRONIC	2002/01/24
Consolidation, Split, Exchange	ELECTRONIC	2002/01/24

**Registration Authorized By: JAMES BELL**  
SOLICITOR

SCHEDULE "A"

The shares which the Corporation is authorized to issue are:

(a) an unlimited number of common shares, the holders of which are entitled:

(i) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) to receive any dividend declared by the Corporation on the common shares; provided that the Corporation shall be entitled to declare dividends on any class of shares without being obliged to declare dividends on the common shares of the Corporation;

(iii) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other common shares of the Corporation; and

(iv) to the rights, privileges and restrictions normally attached to common shares;

(b) an unlimited number of preferred shares, which as a class have attached thereto the following attributes:

(i) the preferred shares may from time to time be issued in one or more series, and the Directors may fix, from time to time, before issuing a series of preferred shares, the number of preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;

(ii) the preferred shares of each series shall, with respect to the payment of dividends and distribution of assets or return of capital in the event of liquidation,

dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, be entitled to preference over the common shares and over any other shares of the Corporation ranking by their terms junior to the preferred shares of that series. The preferred shares of any series may also be given such other preferences not inconsistent with these Articles, over the common shares and any other shares of the Corporation ranking by their terms junior to such preferred shares as may be fixed in accordance with clause (b)(i); and

(iii) if any cumulative dividends or amounts payable on the return of capital in respect of a series of preferred shares are not paid in full, all series of preferred shares shall participate ratably in respect of accumulated dividends and return of capital.

SCHEDULE "B"

The directors of the Corporation may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

SCHEDULE "C"

RESTRICTION ON THE ISSUANCE AND TRANSFER  
OF VOTING SHARES

In this amendment:

"Act" means the Loan and Trust Corporations Act (Alberta),  
as may be amended from time to time;

"Minister" means the member of the Executive Council  
charged by the Lieutenant Governor in Council with the  
administration of this Act;

"person" means an individual, entity or personal  
representative;

"voting share" means a share of any class of the Corporation  
carrying voting rights under all circumstances and a share of  
any class of shares carrying voting rights by reason of the  
occurrence of any contingency that has occurred and is  
continuing.

(1) The directors of the Corporation shall refuse to allow the  
transfer or issue of voting shares of the Corporation to be  
entered in the securities register without the Minister's  
consent in either of the following circumstances:

(a) if, in a case where a person and other persons  
related to that person hold or beneficially own  
immediately before the entry of the transfer or  
issue more than 10% of any class of the  
issued and outstanding voting shares of the  
Corporation, the entry of the transfer or issue  
would cause that percentage to increase,  
based on the number of issued and  
outstanding voting shares after the entry of  
the transfer or issue;

(b) if, in a case where a person and other persons  
related to that person hold or beneficially own  
immediately before the entry of the transfer or  
issue 10% or less of any class of the issued  
and outstanding voting shares of the  
Corporation, the entry of the transfer or issue  
would cause that percentage to increase to  
more than 10%, based on the number of  
issued and outstanding voting shares after the  
entry of the transfer or issue.

(2) Until the Minister's consent is obtained under subsection  
(1) no person shall in person or by proxy exercise the voting  
rights attaching to any of the voting shares that are held or  
beneficially owned by the person or related persons referred  
to in subsection (1).

(3) Notwithstanding subsection (1), where a consent is given  
under subsection (1) with respect to a person and other  
persons related to that person, no consent under subsection  
(1) is required with respect to those persons in respect of a

subsequent transfer or issue of voting shares unless, as a result of the entry of the transfer or issue, the shareholdings or beneficial ownership of those persons calculated under subsection (1) would undergo an increase of more than 5% from the shareholdings or beneficial ownership calculated immediately after the previous consent was given.

(4) The exception set out in subsection (3) does not apply

(a) to a transfer or issue of shares that would result in a change of control of the Corporation, or

(b) where, since the previous consent was given under this section, the shareholdings or beneficial ownership of the person and other persons related to that person calculated under subsection (1) have decreased by more than 5% from the shareholdings or beneficial ownership calculated immediately after the previous consent was given.

(5) Where, on the date on which this amendment to the articles of the Corporation is effected, a person and other persons related to that person hold or beneficially own more than 10% of any class of issued and outstanding voting shares of the Corporation, the Minister is, for the purposes of this section, deemed to have given a consent in respect of that holding or ownership on the date the amendment to the articles of the Corporation is effected.

(6) The consent of the Minister under this section is not required in respect of a transfer or issue of shares to an underwriter, as defined in the Securities Act (Alberta), who receives them in that capacity.

(7) Where a consent is required under this section,

(a) the person to whom the shares are to be transferred or issued, or

(b) where the person referred to in clause (a) will not be the beneficial owner of the shares, that person and the beneficial owner jointly,

shall apply for the consent and shall provide the Minister with any information the Minister requires in support of the application.

(8) On an application under subsection (7), the Minister may refuse consent where

(a) any of the holders or beneficial owners to whom the consent relates

(i) is or has been bankrupt,

(ii) has been convicted of a criminal offence, an offence under this Act or an offence



under the Securities Act (Alberta) or comparable legislation of another jurisdiction in Canada,

(iii) is or has been subject to a cease trading order under the Securities Act (Alberta) or comparable legislation of another jurisdiction in Canada,

(iv) is the subject of a special examination under section 273 of the Act,

(v) is contravening any provision of this Act or the regulations or of any comparable legislation of another jurisdiction or of any undertaking given to the Minister, or

(vi) fails to provide the information requested under subsection (7),

or

(b) it would, in his opinion, be in the public interest to do so, having regard to the following:

(i) the nature and sufficiency of the financial resources of the holders or beneficial owners to whom the consent relates as a source of continuing financial support for the Corporation;

(ii) where the transfer or issue would result in a change in control of the Corporation, the soundness and feasibility of plans of the holders or beneficial owners to whom the consent relates for the future conduct and development of the business of the Corporation;

(iii) the business record and experience of the holders or beneficial owners to whom the consent relates;

(iv) whether the Corporation will be operated responsibly by persons who are fit as to character and are competent for that purpose;

(v) the best interests of the financial system in Alberta.

(9) The consent of the Minister under this section takes effect on the date set out in the consent, and the effective date may be a date before the date the consent is given.