CERTIFICATE OF INCORPORATION OF [YOUR COMPANY NAME]

This Certificate of Incorporation for [NAME OF YOUR COMPANY] (the “Agreement”) takes effect on[DATE],

**BY: [INCORPORATOR NAME]** (the "Incorporator"), a company organised and existing under the laws of the [PROVINCE/STATE] of [COUNTRY], with its head office located at:

 [COMPLETE ADDRESS]

**AND: [YOUR COMPANY NAME]** (the "Company"), a company organised and existing under the laws of the [PROVINCE/STATE] of [COUNTRY], with its head office located at:

 [YOUR COMPLETE ADDRESS]

1. **NAME OF COMPANY**

The name of the company is [NAME OF COMPANY].

1. **ADDRESS OF COMPANY**

The address of the registered office of the company in the [PROVINCE/STATE]of [COUNTRY]. The name of its registered agent at that address is [NAME].

1. **PURPOSE OF COMPANY**

The purpose of the company is to engage in any lawful act or activity for which companies may be organised under the relevant statutes of [COUNTRY].

1. **TOTAL NUMBER AND VALUE OF SHARES**

The total number of shares of stock which the company has authority to issue is [NUMBER] shares, all of which shall be Common Stock, R [AMOUNT] par value per share.

1. **BOARD OF DIRECTORS**

The Board of Directors of the company shall have the power to adopt, amend or repeal By-Laws of the company, but the stockholders may make additional By-Laws and may alter or repeal any By-Law whether adopted by them or otherwise.

1. **ELECTION OF DIRECTORS**

Election of directors need not be by written ballot except and to the extent the By-Laws of the company shall so provide.

1. **LIABILITIES**

To the fullest extent permitted by law, no director of the company shall be personally liable to the company or its stockholders for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the applicable statute is hereafter amended to authorise the further elimination or limitation of the liability of a director, then the liability of a director of the company shall be eliminated or limited to the fullest extent permitted by the applicable statute as so amended.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the company existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

INCORPORATOR COMPANY

Authorized Signature Authorized Signature

Print Name and Title Print Name and Title