

**For Office Use Only:**

File Number

BNAL2024095

Related File Number

Pre-consultation Meeting

Application Submitted

Complete Application

Application Fee

Conservation Authority Fee

Well & Septic Info Provided

Planner

Public Notice Sign

**Check the type of planning application(s) you are submitting.**

- ☐ Consent/Severance/Boundary Adjustment
- ☒ Surplus Farm Dwelling Severance and Zoning By-law Amendment
- ☐ Minor Variance
- ☐ Easement/Right-of-Way

**Property Assessment Roll Number:** 3310-030-02500

**A. Applicant Information**

**Name of Owner** Schoffro Farms Ltd.

It is the responsibility of the owner or applicant to notify the planner of any changes in ownership within 30 days of such a change.

**Address** R.R. #3

**Town and Postal Code** Simcoe, On N3Y4K2

**Phone Number** (519) 426-7092

**Cell Number** 226-567-6644

**Email**

**Name of Applicant** same as above

**Address**

**Town and Postal Code**

**Phone Number**

**Cell Number**

**Email**

Name of Agent R. C. Dixon  
Address 277 Emily St.  
Town and Postal Code Simcoe, On N3Y1J5  
Phone Number -  
Cell Number (519) 410-1632  
Email dixonr@amtelecom.net

Please specify to whom all communications should be sent. Unless otherwise directed, all correspondence and notices in respect of this application will be forwarded to the owner and agent noted above.

☐ Owner ☒ Agent ☐ Applicant

Names and addresses of any holder of any mortgages, charges or other encumbrances on the subject lands:

**B. Location, Legal Description and Property Information**

1. Legal Description (include Geographic Township, Concession Number, Lot Number, Block Number and Urban Area or Hamlet):

Woodhouse Gore Lot 5

Municipal Civic Address: (226) + 2307 Hwy. 24 South

Present Official Plan Designation(s): Agriculture

Present Zoning: Agriculture

2. Is there a special provision or site specific zone on the subject lands?

☐ Yes ☒ No If yes, please specify:

3. Present use of the subject lands:

Agriculture / Residential

4. Please describe **all existing** buildings or structures on the subject lands and whether they are to be retained, demolished or removed. If retaining the buildings or structures, please describe the type of buildings or structures, and illustrate the setback, in metric units, from front, rear and side lot lines, ground floor area, gross floor area, lot coverage, number of storeys, width, length, and height on your attached sketch which must be included with your application:

see attached sketches - buildings to remain

5. If an addition to an existing building is being proposed, please explain what it will be used for (for example a bedroom, kitchen, or bathroom). If new fixtures are proposed, please describe.

6. Please describe **all proposed** buildings or structures/additions on the subject lands. Describe the type of buildings or structures/additions, and illustrate the setback, in metric units, from front, rear and side lot lines, ground floor area, gross floor area, lot coverage, number of storeys, width, length, and height on your attached sketch which must be included with your application:

7. Are any existing buildings on the subject lands designated under the *Ontario Heritage Act* as being architecturally and/or historically significant? Yes ☐ No ☒

If yes, identify and provide details of the building:

8. If known, the length of time the existing uses have continued on the subject lands:

50+ years

9. Existing use of abutting properties:

Agriculture

10. Are there any easements or restrictive covenants affecting the subject lands?

☒ Yes ☐ No If yes, describe the easement or restrictive covenant and its effect:

existing hydro pole line

### C. Purpose of Development Application

Note: Please complete all that apply. Failure to complete this section will result in an incomplete application.

#### 1. Site Information (Please refer to Zoning By-law to confirm permitted dimensions)

	Existing	Permitted	Provision	Proposed	Deficiency
Lot frontage	53.23 m	30 m			
Lot depth	67.57 m	-			
Lot width	53 m ±	-			
Lot area	3493 m <sup>2</sup>				
Lot coverage	5%	-			
Front yard	30.78 m	13 m			
Rear yard	18.68 m	9 m			
Height	18.0 m	9 m	legal max. conforming		
Left Interior side yard	14.42 m	3 m			
Right Interior side yard	26.46 m	3 m			
Exterior side yard (corner lot)	-	-			
Parking Spaces (number)	-	-			
Aisle width	-	-			
Stall size	-	-			
Loading Spaces	-	-			
Other	-	-			

Note! the above relates to the severance  
See sketch for other buildings.



2. Please explain why it is not possible to comply with the provision(s) of the Zoning By-law:

building height is legal non-conforming

3. **Consent/Severance/Boundary Adjustment:** Description of land intended to be severed in metric units:

Frontage: 53.23 m

Depth: 67.57 m

Width: 53.32 m

Lot Area: 3492.8m

Present Use: Agriculture / Residential

Proposed Use: Residential

Proposed final lot size (if boundary adjustment): —

If a boundary adjustment, identify the assessment roll number and property owner of the lands to which the parcel will be added: —

Description of land intended to be retained in metric units:

Frontage: 135.4 m

Depth: 1350 m ±

Width: 480 m ±

Lot Area: 56.3 ha

Present Use: Agriculture

Proposed Use: Agriculture

Buildings on retained land: see attached sketches

4. **Easement/Right-of-Way:** Description of proposed right-of-way/easement in metric units:

Frontage: 3.27 m (for existing pole line)

Depth: 94.87 m

Width: \_\_\_\_\_  
Area: \_\_\_\_\_  
Proposed Use: \_\_\_\_\_

**5. Surplus Farm Dwelling Severances Only:** List all properties in Norfolk County, which are owned and farmed by the applicant and involved in the farm operation

Owners Name: Decoutere Farms Limited (Larry Schoffro)  
Roll Number: 331 033 703004000  
Total Acreage: 42.9 ac.  
Workable Acreage: 38 - 42 ac ±  
Existing Farm Type: (for example: corn, orchard, livestock) corn + beans  
Dwelling Present?: ☐ Yes ☒ No If yes, year dwelling built \_\_\_\_\_  
Date of Land Purchase: 1988

Owners Name: Decoutere Farms Limited (Larry Schoffro)  
Roll Number: 3310 337 03023300  
Total Acreage: 60.45 ac.  
Workable Acreage: 55-58 ac.  
Existing Farm Type: (for example: corn, orchard, livestock) corn + beans  
Dwelling Present?: ☒ Yes ☐ No If yes, year dwelling built \_\_\_\_\_  
Date of Land Purchase: 1993

Owners Name: Decoutere Farms Limited (Larry Schoffro)  
Roll Number: 3310 337 03026000  
Total Acreage: 82-38 ac.  
Workable Acreage: 60 ac.  
Existing Farm Type: (for example: corn, orchard, livestock) corn + beans  
Dwelling Present?: ☐ Yes ☒ No If yes, year dwelling built \_\_\_\_\_  
Date of Land Purchase: 1993

*Note! Decoutere Farms Limited and Schoffro Farms Ltd both owned by Larry Schoffro. Included to show full farm operations.*

Owners Name: \_\_\_\_\_  
Roll Number: \_\_\_\_\_  
Total Acreage: \_\_\_\_\_  
Workable Acreage: \_\_\_\_\_  
Existing Farm Type: (for example: corn, orchard, livestock) \_\_\_\_\_  
Dwelling Present?: ☐ Yes ☐ No If yes, year dwelling built \_\_\_\_\_  
Date of Land Purchase: \_\_\_\_\_

Owners Name: \_\_\_\_\_  
Roll Number: \_\_\_\_\_  
Total Acreage: \_\_\_\_\_  
Workable Acreage: \_\_\_\_\_  
Existing Farm Type: (for example: corn, orchard, livestock) \_\_\_\_\_  
Dwelling Present?: ☐ Yes ☐ No If yes, year dwelling built \_\_\_\_\_  
Date of Land Purchase: \_\_\_\_\_

**Note: If additional space is needed please attach a separate sheet.**

**D. All Applications: Previous Use of the Property**

1. Has there been an industrial or commercial use on the subject lands or adjacent lands? ☐ Yes ☒ No ☐ Unknown

If yes, specify the uses (for example: gas station, or petroleum storage):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. Is there reason to believe the subject lands may have been contaminated by former uses on the site or adjacent sites? ☐ Yes ☒ No ☐ Unknown

3. Provide the information you used to determine the answers to the above questions:

local knowledge  
\_\_\_\_\_  
\_\_\_\_\_

4. If you answered yes to any of the above questions in Section D, a previous use inventory showing all known former uses of the subject lands, or if appropriate, the adjacent lands, is needed. Is the previous use inventory attached? ☐ Yes ☐ No

**E. All Applications: Provincial Policy**

1. Is the requested amendment consistent with the provincial policy statements issued under subsection 3(1) of the *Planning Act*, R.S.O. 1990, c. P. 13? ☒ Yes ☐ No

If no, please explain:

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2. It is owner's responsibility to be aware of and comply with all relevant federal or provincial legislation, municipal by-laws or other agency approvals, including the Endangered Species Act, 2007. Have the subject lands been screened to ensure that development or site alteration will not have any impact on the habitat for endangered or threatened species further to the provincial policy statement subsection 2.1.7? ☐ Yes ☒ No

If no, please explain:

no issues believed to exist as a residential holding

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3. Have the subject lands been screened to ensure that development or site alteration will not have any impact on source water protection? ☒ Yes ☐ No

If no, please explain:

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Note: If in an area of source water Wellhead Protection Area (WHPA) A, B or C please attach relevant information and approved mitigation measures from the Risk Manager Official.

4. All Applications: Are any of the following uses or features on the subject lands or within 500 metres of the subject lands, unless otherwise specified? Please check boxes, if applicable.

**Livestock facility or stockyard (submit MDS Calculation with application)**

☐ On the subject lands or ☐ within 500 meters – distance —

**Wooded area**

☒ On the subject lands or ☐ within 500 meters – distance — 1000m ±

**Municipal Landfill**

☐ On the subject lands or ☐ within 500 meters – distance —

**Sewage treatment plant or waste stabilization plant**

☐ On the subject lands or ☐ within 500 meters – distance —

**Provincially significant wetland (class 1, 2 or 3) or other environmental feature**

☐ On the subject lands or ☐ within 500 meters – distance —

**Floodplain**

☐ On the subject lands or ☐ within 500 meters – distance —

**Rehabilitated mine site**

☐ On the subject lands or ☐ within 500 meters – distance —

**Non-operating mine site within one kilometre**

☐ On the subject lands or ☐ within 500 meters – distance —

**Active mine site within one kilometre**

☐ On the subject lands or ☐ within 500 meters – distance —

**Industrial or commercial use (specify the use(s))**

☐ On the subject lands or ☐ within 500 meters – distance —

**Active railway line**

☐ On the subject lands or ☐ within 500 meters – distance —

**Seasonal wetness of lands**

☐ On the subject lands or ☐ within 500 meters – distance —

**Erosion**

☐ On the subject lands or ☐ within 500 meters – distance —

**Abandoned gas wells**

☐ On the subject lands or ☐ within 500 meters – distance —

## F. All Applications: Servicing and Access

1. Indicate what services are available or proposed:

### Water Supply

- ☐ Municipal piped water ☐ Communal wells  
☒ Individual wells ☐ Other (describe below)

existing

### Sewage Treatment

- ☐ Municipal sewers ☐ Communal system  
☒ Septic tank and tile bed in good working order ☐ Other (describe below)

existing

### Storm Drainage

- ☐ Storm sewers ☒ Open ditches  
☐ Other (describe below)

2. Existing or proposed access to subject lands:

- ☐ Municipal road ☒ Provincial highway  
☐ Unopened road ☐ Other (describe below)

Name of road/street:

Hwy 24 - existing driveway

## G. All Applications: Other Information

1. Does the application involve a local business? ☐ Yes ☒ No

If yes, how many people are employed on the subject lands?

2. Is there any other information that you think may be useful in the review of this application? If so, explain below or attach on a separate page.

This application was submitted and approved as BNPL 2016 350 along with BNPL 2016 358. Certificates of Completion were issued however the solicitor for the owner failed to finalize them.

## **H. Supporting Material to be submitted by Applicant**

In order for your application to be considered complete, folded hard copies (number of paper copies as directed by the planner) and an **electronic version (PDF) of the site plan drawings, additional plans, studies and reports** will be required, including but not limited to the following details:

1. Concept/Layout Plan
2. All measurements in metric
3. Existing and proposed easements and right of ways
4. Parking space totals – required and proposed
5. All dimensions of the subject lands
6. Dimensions and setbacks of all buildings and structures
7. Location and setbacks of septic system and well from all existing and proposed lot lines, and all existing and proposed structures
8. Names of adjacent streets
9. Natural features, watercourses and trees

In addition, the following additional plans, studies and reports, including but not limited to, **may** also be required as part of the complete application submission:

- ☒ On-Site Sewage Disposal System Evaluation Form (to verify location and condition)
- ☐ Environmental Impact Study
- ☐ Geotechnical Study / Hydrogeological Review
- ☐ Minimum Distance Separation Schedule
- ☐ Record of Site Condition

Your development approval might also be dependent on Ministry of Environment Conservation and Parks, Ministry of Transportation or other relevant federal or provincial legislation, municipal by-laws or other agency approvals.

**All final plans must include the owner's signature as well as the engineer's signature and seal.**

## I. Transfers, Easements and Postponement of Interest

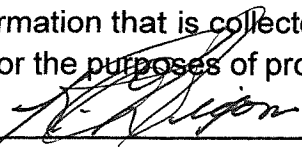
The owner acknowledges and agrees that if required it is their solicitor's responsibility on behalf of the owner for the registration of all transfer(s) of land to the County, and/or transfer(s) of easement in favour of the County and/or utilities. Also, the owner further acknowledges and agrees that it is their solicitor's responsibility on behalf of the owner for the registration of postponements of any charges in favour of the County.

### Permission to Enter Subject Lands

Permission is hereby granted to Norfolk County officers, employees or agents, to enter the premises subject to this application for the purposes of making inspections associated with this application, during normal and reasonable working hours.

### Freedom of Information

For the purposes of the *Municipal Freedom of Information and Protection of Privacy Act*, I authorize and consent to the use by or the disclosure to any person or public body any information that is collected under the authority of the *Planning Act*, R.S.O. 1990, c. P. 13 for the purposes of processing this application.



Owner/Applicant/Agent Signature

March 4, 2024

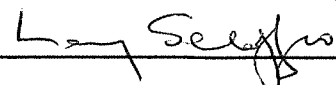
Date

## J. Owner's Authorization

If the applicant/agent is not the registered owner of the lands that is the subject of this application, the owner must complete the authorization set out below.

I/We Schoffro Farms Limited am/are the registered owner(s) of the lands that is the subject of this application.

I/We authorize R.C. Dixon to make this application on my/our behalf and to provide any of my/our personal information necessary for the processing of this application. Moreover, this shall be your good and sufficient authorization for so doing.

  
Owner (Larry Schoffro)

Owner

Feb. 15/24

Date

**\*Note:** If property is owned by an Ontario Ltd. Corporation, Articles of Incorporation are required to be attached to the application.



**K. Declaration**

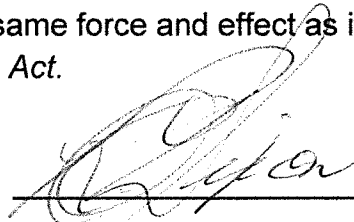
I, R. C. Dixon of Simcoe

solemnly declare that:

all of the above statements and the statements contained in all of the exhibits transmitted herewith are true and I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath and by virtue of *The Canada Evidence Act*.

Declared before me at:

SIMCOE ONT

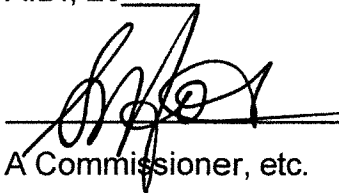


Owner/Applicant/Agent Signature

In NORFOLK COUNTY

This 18<sup>th</sup> day of MARCH 2024

A.D., 20

  
A Commissioner, etc.








Sherry Ann Mott, a  
Commissioner, etc., Province of Ontario.  
for the Corporation of Norfolk County.  
Expires March 16, 2026.



MAP  
NORFOLK


COMMUNITY WEB MAP

Norfolk




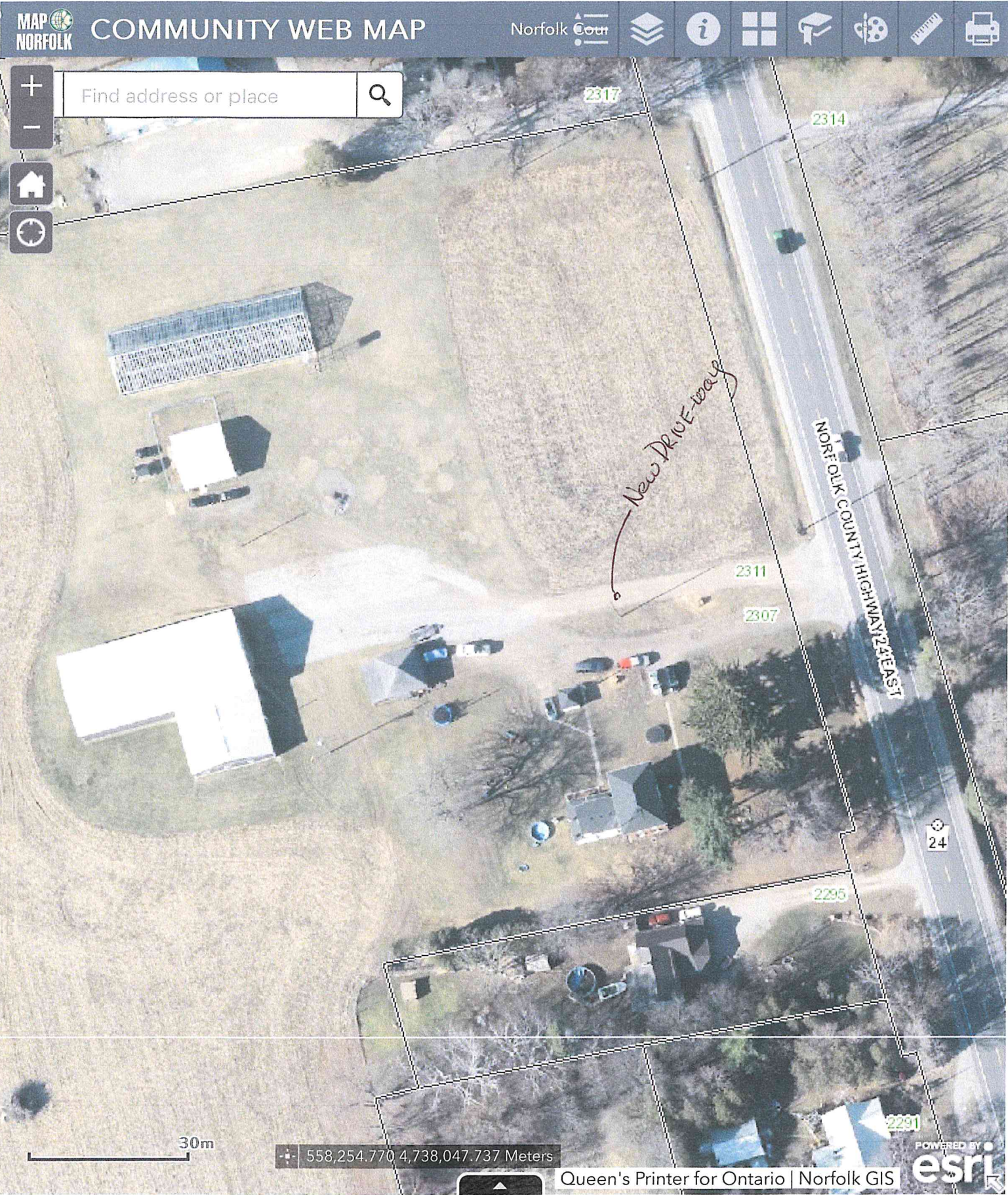
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-



Find address or place





New Driveway

2317

2314

2311

2307

2296

2291

NORFOLK COUNTY HIGHWAY 23 EAST

24

30m

558,254.770 4,738,047.737 Meters

Queen's Printer for Ontario | Norfolk GIS

POWERED BY  
esri








I REQUIRE THIS PLAN TO BE  
DEPOSITED UNDER THE  
REGISTRY ACT.

DATED AUGUST 7, 2017

PLAN 37R-11009

RECEIVED AND DEPOSITED

DATED AUGUST 24, 2017

  
KIM HUSTED  
ONTARIO LAND SURVEYOR

"B. McCall"  
REPRESENTATIVE FOR THE LAND  
REGISTRAR FOR THE LAND REGISTRY  
DIVISION OF NORFOLK (No. 37)

SCHEDULE

PART	PART LOT	CONCESSION	PIN No.	AREA (SQ.M)
1	5	GORE	50209-0140 (R)	3493.641
2	5	GORE	50209-0140 (R)	368.871

PARTS 1 & 2 COMPRISE PART OF PIN 50209-0140 (R)

THE KING'S HIGHWAY NO. 24  
(AS WIDENED BY EXPROPRIATION PLAN 330 + PLAN 37R-92)  
ROAD ALLOWANCE BETWEEN CONCESSION 2 + CONCESSION GORE  
PIN 50209 - 0238 (LT)

PLAN OF SURVEY  
OF PART OF  
LOT 5  
CONCESSION GORE  
IN THE GEOGRAPHIC  
TOWNSHIP OF WOODHOUSE  
NORFOLK COUNTY  
JEWITT AND DIXON LTD.

SCALE: 1 : 500



NOTE:  
BEARINGS ARE ASTRONOMIC AND ARE REFERRED TO THE WESTERLY LIMIT OF THE  
KING'S HIGHWAY NO. 24 AS SHOWN ON PLAN 37R-92, HAVING A BEARING OF  
N15°27'00"W, AND CAN BE CONVERTED TO GRID BY APPLYING A ROTATION OF  
0°29'50" COUNTER CLOCKWISE.  
DISTANCES AND COORDINATES ARE METRIC GROUND AND CAN BE CONVERTED  
TO GRID BY MULTIPLYING BY A COMBINED SCALE FACTOR OF 0.999518334,  
THEN DIVIDING BY 0.3048 TO CONVERT TO IMPERIAL.  
RESULTANT BEARINGS FROM COORDINATE TABLE ARE UTM GRID, DERIVED FROM  
SIMULTANEOUS GPS OBSERVATIONS ON MONUMENT A TO B, HAVING A BEARING OF  
N15°56'50"W, UTM ZONE 17, (81° WEST LONGITUDE) NAD83 (CSRS) (2010)

OBSERVED REFERENCE POINTS (ORPs) DERIVED FROM GPS OBSERVATIONS USING THE  
CAN-NET NETWORK, UTM ZONE 17 (81° WEST LONGITUDE) NAD83 (CSRS) (2010)  
COORDINATES ARE TO A RURAL ACCURACY AS PER SEC. 14 (2) OF OREG. 216/10

POINT ID	NORTHING	EASTING
ORP A	4738082.263	558226.074
ORP B	4738176.041	558199.277

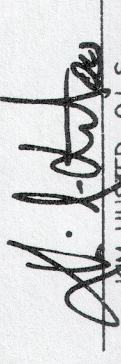
COORDINATES CANNOT, IN THEMSELVES, BE USED TO  
RE-ESTABLISH CORNERS OR BOUNDARIES SHOWN ON THIS PLAN.

SURVEYOR'S CERTIFICATE

I CERTIFY THAT:

- THIS SURVEY AND PLAN ARE CORRECT AND IN ACCORDANCE WITH  
THE SURVEYS ACT, THE SURVEYORS ACT, AND THE REGISTRY ACT,  
AND THE REGULATIONS MADE UNDER THEM.
- THE SURVEY WAS COMPLETED ON THE 2ND DAY OF AUGUST, 2017

DATED: AUGUST 8, 2017

  
KIM HUSTED, O.L.S.  
FOR JEWITT & DIXON LTD.

JEWITT AND DIXON LTD.

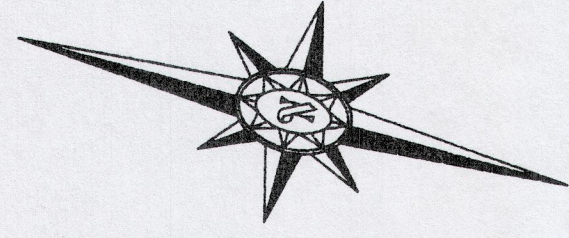
ONTARIO LAND SURVEYORS

R.R.1, SIMCOE, ONTARIO, N3Y 4J9  
(51 PARK ROAD)

PHONE: (519) 426-0842 FAX: (519) 426-1034

E-mail: [surveyors@amtelecom.net](mailto:surveyors@amtelecom.net)

P17 03 A5880



LOT 6  
LOT 5

NORTHEAST CORNER  
GORE CONCESSION

4.554 (PI)  
N79°28'00"E

139.693 (PI & M)

84.237

42.115

42.010

42.431

94.867

10.072

3.269

3.048 (PI & S)

3.048 (PI & S)

3.048 (PI & S)

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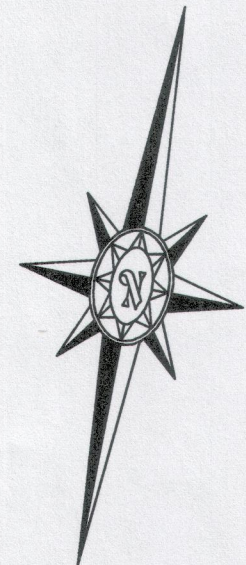
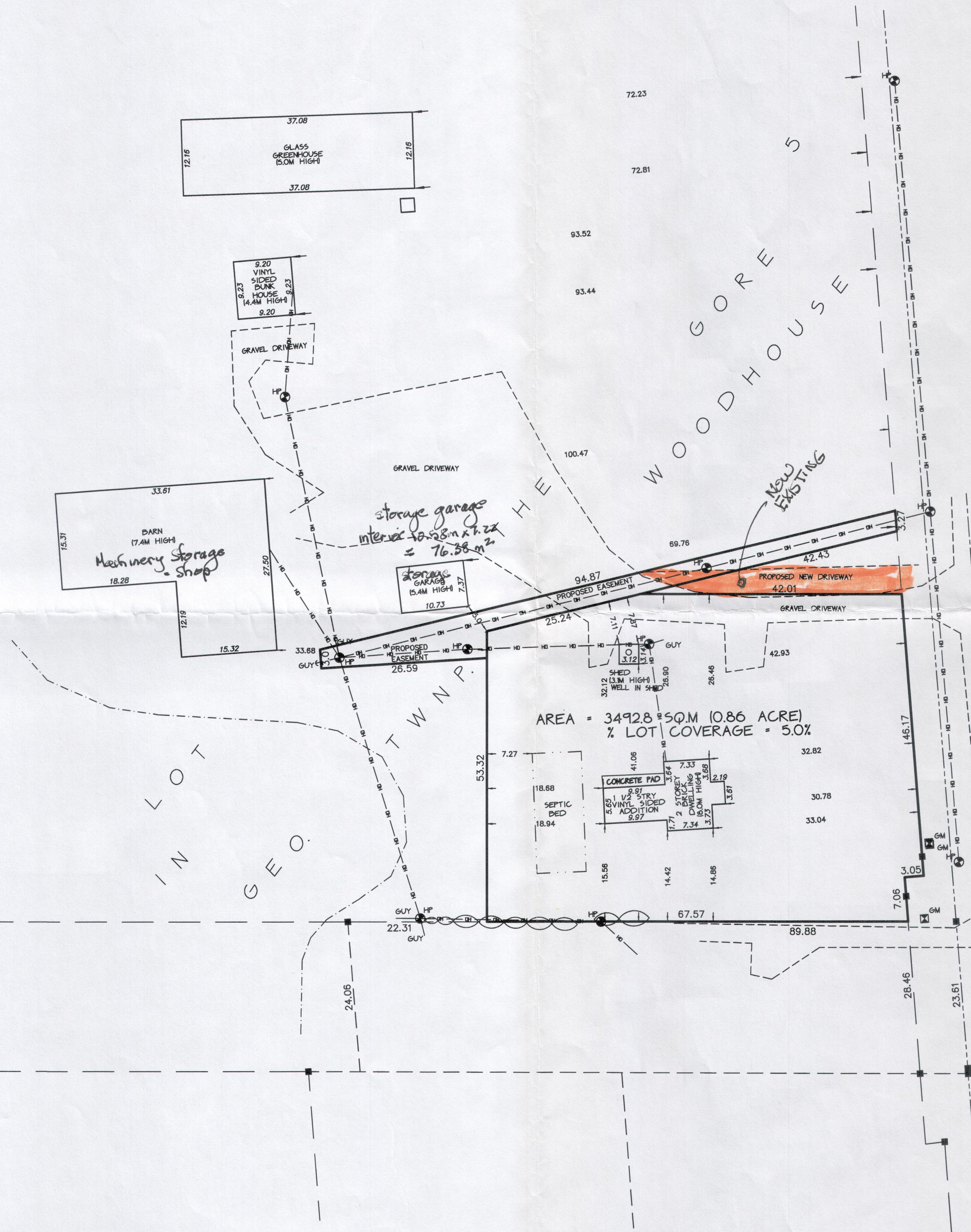
3.048 (PI & S)

3.048 (PI & S)

3.048 (PI & S)



SKETCH FOR  
SEVERANCE APPLICATION  
OF PART OF  
LOT 5, IN THE GORE  
IN THE GEOGRAPHIC  
TOWNSHIP OF WOODHOUSE  
IN  
NORFOLK COUNTY  
SCALE: 1 : 500  
JEWITT AND DIXON LTD.  
DECEMBER 8, 2016



NOTE:  
THIS PLAN IS IN METRIC AND CAN BE CONVERTED  
TO IMPERIAL BY MULTIPLYING BY 3.2808

**JEWITT AND DIXON LTD.**  
ONTARIO LAND SURVEYORS  
R.R.1, SIMCOE, ONTARIO, N3Y 4J9  
(51 PARK ROAD)  
PHONE: (519) 426-0842 FAX: (519) 426-1034  
E-mail: [surveyors@amtelecom.net](mailto:surveyors@amtelecom.net)  
JOB # 15-965 SCHOFFRO FARMS LTD.

File N° BNPL 2024 095



I, LARRY SCHOFFER AM WRITING ABOUT THE  
FARMING OPERATION BETWEEN SCHOFFER FARMS AND  
DECOUERE FARMS. COMING HERE IN 1969 IT WAS  
A MULTI-CROP OPERATION. THE MAIN CROP WAS TOBACCO  
BUT ALSO HAD CROPS SUCH AS POTATOES, CATTLE, SWEET  
CORN AND APPLES. PRESENT DAY CROPS ARE SOYBEANS  
AND CORN. THIS YEAR WE HAVE 220 ACRES OF BEANS  
AND 175 OF CORN. WE ARE NOW GETTING EQUIPMENT  
READY FOR THE HARVEST. WE DO ARE OWN COMBINING  
AND TRUCKING. ALSO HANDWORK TO PREPARE FOR  
NEXT YEARS CROPS. I HAVE MY SON AND GRANDSON  
WITH ME TO DO THE HARVESTING.

Larry Schaffer

Reply to Requested Information:

A. The owner's email has been added.

B.4 Buildings are clearly shown on plans with identification, dimensions, heights and setbacks. See attachments.

C.1 Dimensions of the detached garages along with dimensions and height with setbacks shown on the attached plans.

Supporting Documents:

Articles of Incorporation for Schoffro Farms Ltd and Decoutere Farms Limited are included.

Mrs. Schoffro was a Decoutere and controlled Decoutere Farms Limited and both Schoffro Farms and Decoutere Farms were farmed as one operation. With the passing of Mrs. Schoffro, both entities are owned by the same person- Larry Schoffro.

As stated in the application, Section 5 requires "all properties owned and farmed by the applicant and involved with the operation are to be listed."

Parcels were acquired around 1990.

O.S.S.E evaluations have been re-done with the same result and included herein.

Brief description of the farm operation is attached to BNPL 2024-095.

Reduction in the severance size would not be supported as new driveway to the farm, allowing the southerly existing driveway along with the new one to both be on the farm. Moving the north limit south would place the well too close to that limit.

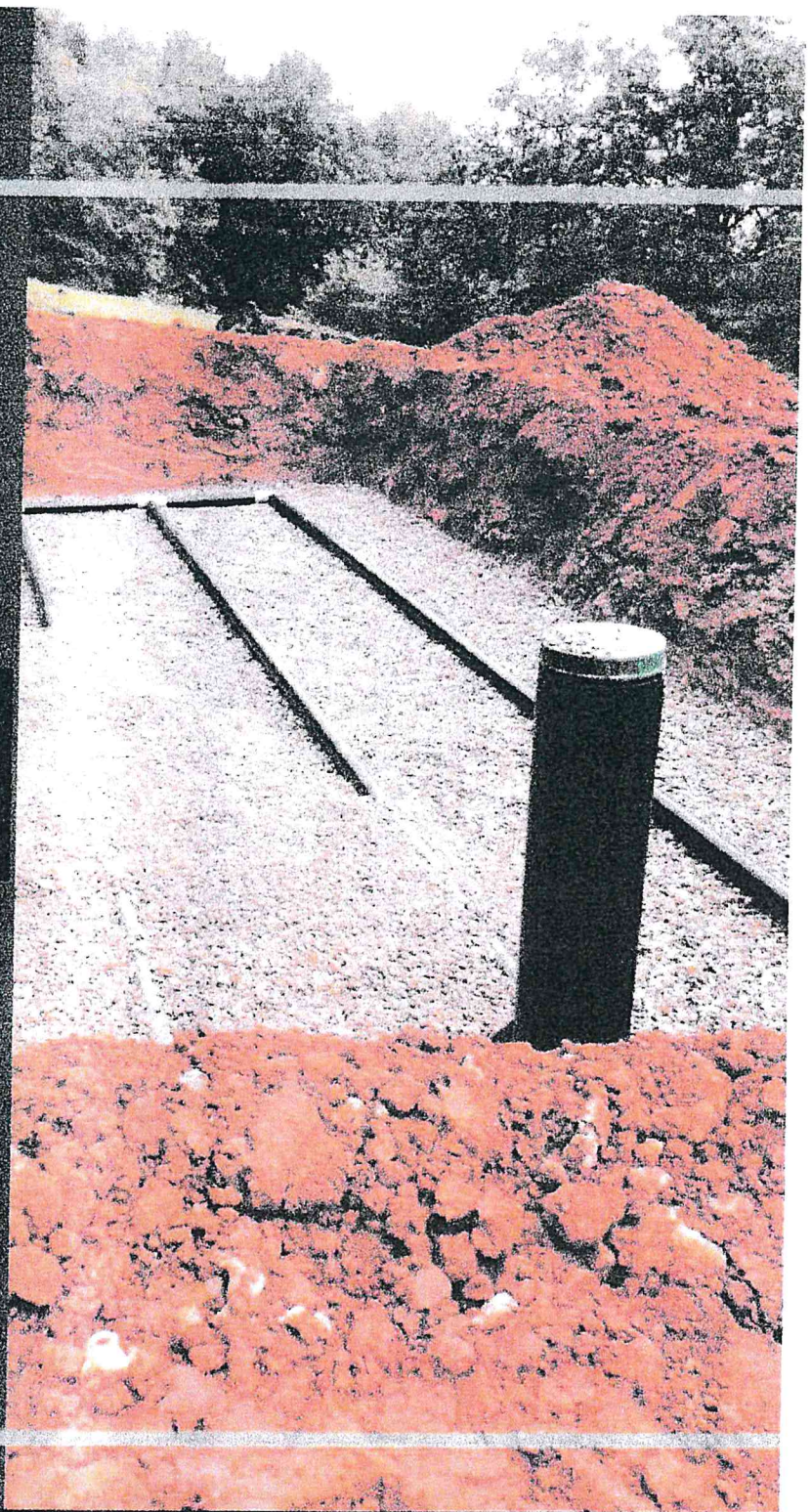
The existing reference plan would have to be re-surveyed at additional cost and possible confusion with the 2017 reference plan.

While conservation of agricultural land is a noble thought, the lands saved would be driveway and lawn and would be agriculture in name only and continue to be used as it is now. The current size reflects the residential component as it has been for 60 years.



# **Existing** On-Site Sewage System

## **Evaluation Form**



Norfolk County Building Department  
Community Development Division  
185 Robinson Street, Suite 200 Simcoe, Ontario, N3Y 5L6  
[norfolkcounty.ca](http://norfolkcounty.ca)



Property Information	
Municipal Address	2307 Highway #24 South - Simcoe
Assessment Roll Number	
Date of Evaluation	August 1/2024

Evaluators Information	
Evaluators Name:	ED DOVE
Company Name:	STEALTH ENVIRONMENTAL INC.
Address:	1809 8TH CONCESSION ROAD - LANGTON
Phone:	519-420-7108
Email	EdDove@stealthenvironmental.ca
BCIN #	38413 / 38259
<b>Purpose of Evaluation</b>	<input type="checkbox"/> Consent <input type="checkbox"/> Site Plan <input type="checkbox"/> Zoning <input type="checkbox"/> Building Permit Application <input type="checkbox"/> Minor Variance <input type="checkbox"/> Other _____
<b>Building Information</b>	<input checked="" type="checkbox"/> Residential <input type="checkbox"/> Industrial <input type="checkbox"/> Commercial <input type="checkbox"/> Agricultural

Gross building area: (m <sup>2</sup> ):	1,000 ft <sup>2</sup>
Number of bedrooms:	2
Number of fixture units:	10
Daily Design Flow: (Litres)	1,100 L/DAY
Is the building currently occupied?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If No, how long?

Site Evaluation	
Soil type, percolation time (T)	ESTIMATED 10-12
Site slope	<input checked="" type="checkbox"/> Flat <input type="checkbox"/> Moderate <input type="checkbox"/> Steep
Soil condition:	<input type="checkbox"/> Wet <input checked="" type="checkbox"/> Dry
Surface discharge observed	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Odour detected:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Weather at time of evaluation:	SUNNY - CLEAR

System Description			
<input type="checkbox"/> Class 1 - Privy <input type="checkbox"/> Class 2- Greywater <input type="checkbox"/> Class 3 - Cesspool <input checked="" type="checkbox"/> Class 4 - Leaching Bed <input type="checkbox"/> Class 5 - Holding Tank			
<b>Type of leaching bed. Class 4 -Leaching Bed only - Complete &amp; attach Worksheet E</b>			
<input checked="" type="checkbox"/> A. Absorption Trench	<input type="checkbox"/> B. Filter Bed	<input type="checkbox"/> C. Shallow Buried Trench	
<input type="checkbox"/> D. Advance Treatment System	<input type="checkbox"/> E. Type A Dispersal Bed	<input type="checkbox"/> F. Type B Dispersal Bed	
Existing Tank Size (litres):			
<input checked="" type="checkbox"/> Pre-cast Concrete	<input type="checkbox"/> Plastic	<input type="checkbox"/> Fibreglass	
<input type="checkbox"/> Wood	<input type="checkbox"/> Other (specify):	Pump: <input type="checkbox"/> Yes <input type="checkbox"/> No	
<input checked="" type="checkbox"/> In ground system	<input type="checkbox"/> Raised Bed system Height raised above original grade (metres)		
Setbacks (metres)	Tank		Distribution Pipe
Distance to buildings & structures			
Distance to bodies of water			
Distance to nearest well			
Distance to proposed property lines	Front: _____ Rear: _____	Left: _____ Right: _____	Front: _____ Rear: _____ Left: _____ Right: _____

## Worksheet A: Dwellings - Daily Design Flow Calculations (Q)

A) Residential Occupancy		(Q) Litres	Total
Number of Bedrooms	1 Bedroom	750	
	2 Bedrooms	1100	1,100
	3 Bedrooms	1600	
	4 Bedrooms	2000	
	5 Bedrooms	2500	
Subtotal (A)			1,100

B) Plus Additional Flow for:			
<b>Note:</b> Use the largest additional flow calculation to determine Daily Design Flow (Q). If none apply Subtotal (B) is zero.			
	Quantity	(Q) Litres	Total
Either	Each bedroom over 5	500	
Or	Floor space for each 10m <sup>2</sup> over 200m <sup>2</sup> up to 400m <sup>2</sup>	100	
	Floor space for each 10m <sup>2</sup> over 400m <sup>2</sup> up to 600m <sup>2</sup>	75	
	Floor space for each 10m <sup>2</sup> over 600m <sup>2</sup>	50	
Or	Each Fixture Unit over 20 fixture Units (Total of Worksheet B - 20 = Quantity)	50	
Subtotal (B)			
Subtotal A+B=Daily Design Flow (Q)			1,100

## Worksheet B: Dwellings Fixture Unit Count

Fixtures	Units	How Many?	Total
Bath group (toilet, sink, tub or shower) with flush tank	6.0	X	1 = 6
Bathtub only(with or without shower)	1.5	X	=
Shower stall	1.5	X	=
Wash basin / Lavatory (1.5 inch trap)	1.5	X	=
Water closet (toilet) tank operated	4.0	X	=
Bidet	1.0	X	=
Dishwasher	1.0	X	1 = 1
Floor Drain (3 inch trap)	3.0	X	=
Sink (with/without garbage grinder, domestic and other small type single, double or 2 single with a common trap)	1.5	X	1 = 1.5
Domestic washing machine	1.5	X	1 = 1.5
Combination sink and laundry tray single or double (installed on 1.5 inch trap)	1.5	X	=
Other:			
Total Number of Fixture Units:			10

1. Refer to Ontario Building Code Division B Table 7.4.9.3 for a complete listing of fixture types and units.
2. Where the laundry waste is not more than 20% of the total daily design flow, it may discharge to the sewage system. OBC 8.1.3.1(2)
3. Sump pumps are not to be connected to the sewage system. Connection to sewage system may lead to a hydraulic failure of the system.

## Worksheet C: Other occupancies types

Camp for the Housing of Workers	Number of Employees	(Q) Litres	Total
Note: building size, number of bedrooms and fixture count are not required for a Camp for the Housing of Workers		250	
Daily Design Flow (Q)			

### Other Occupancy Daily Design Flow Calculation (Q)

To calculate the daily design flow for occupancies, please refer to Ontario Building Code Division B – Part 8 Table 8.2.1.3.B

Establishment	Operator Example: number of seats, per floor area, number of employees/students	Volume Litres	Total
Daily Design Flow (Q)			

## Work Sheet D: Septic Tank Size

Minimum septic tank size permitted by the Ontario Building Code is 3600 litres.

Minimum holding tank size permitted by the Ontario Building Code is 9000 litres.

Occupancy type	Daily Design Flow (Q)	Minimum tank size (L)
Residential Occupancy house, apartment, camp for housing of workers	1,100	X 2 = 2,200
All Other Occupancies		X 3 =
Holding Tank		X 7 =

3,600 L EXISTING CONCRETE TANK

## Worksheet E: Leaching Bed Calculations (Class 4)

Complete One of A, B, C, D, E, F

### ☐ A. Absorption Trench

Total length of distribution pipe	Conventional $(Q \times T) \div 200 = 1100 \times 10/200 = 180 \text{ ft} = 55 \text{ m}$ Type I leaching chambers $(Q \times T) \div 200 = \text{_____} \text{ m}$ Type II leaching chambers $(Q \times T) \div 300 = \text{_____} \text{ m}$ Configured as: _____ runs of _____ m Total: _____ m
-----------------------------------	---

### ☐ B. Filter Bed

<b>Effective Area</b> If $Q \leq 3000$ litres per day use $Q \div 75$ If $Q > 3000$ litres per day use $Q \div 50$ Level II-IV treatment units, use $Q \div 100$ <b>Distribution Pipe</b> <b>Contact Area = <math>(Q \times T) \div 850</math></b> <b>Mantel (see Part 1)</b>	Effective area: _____ (Q) $\div$ _____ (75, 50, or 100) = _____ $\text{m}^2$ Configured as: _____ m x _____ m Number of beds _____  Number of runs: _____ Spacing of runs: _____ m Contact Area: ( _____ (Q) X _____ (T) ) $\div$ 850 = _____ $\text{m}^2$
---	---

### ☐ C. Shallow Buried Trench

Percolation time (T) of soil in minutes:	Length of distribution pipe (metres)	$(L) = \text{_____} (Q) \div \text{_____} (75, 50, 30) = \text{_____} \text{ m}$ Configured as: _____ runs of _____ m Total: _____ m
$1 < T \leq 20$	$Q \div 75$ metres	
$20 < T \leq 50$	$Q \div 50$ metres	
$50 < T < 125$	$Q \div 30$ metres	

### ☐ D. Advance Treatment System

Provide description of system.


### ☐ E. Type A Dispersal Bed

<b>Stone Layer</b> If $Q \leq 3000$ litres per day, use $Q \div 75$ If $Q > 3000$ litres per day, use $Q \div 50$ <b>Sand Layer</b> $1 < T \leq 15$ use $(Q \times T) \div 850$ $T > 15$ use $(Q \times T) \div 400$	Stone Layer = _____ (Q) $\div$ _____ (75 or 50) = _____ $\text{m}^2$  Sand Layer = ( _____ (Q) x _____ (T) ) $\div$ (850 or 400) = _____ $\text{m}^2$
---	---

### ☐ F. Type B Dispersal Bed

Area = $(Q \times T) \div 400$ <b>Linear Loading Rate (LLR)</b> $T < 24$ minutes, use 50 L/min If $T \geq 24$ minutes, use 40 L/min  <b>Distribution Pipe</b>	Area = ( _____ (Q) x _____ (T) ) $\div$ 400 = _____ $\text{m}^2$ Pump chamber capacity = _____ L Length $(Q \div \text{LLR}) = \text{_____} \text{ m}$ Bed configuration = _____ m x _____ m = _____ $\text{m}^2$ Number of Beds = _____  Configured as: _____ runs of _____ m Total: _____ m
--	---

## Worksheet F: Cross Sectional Drawings

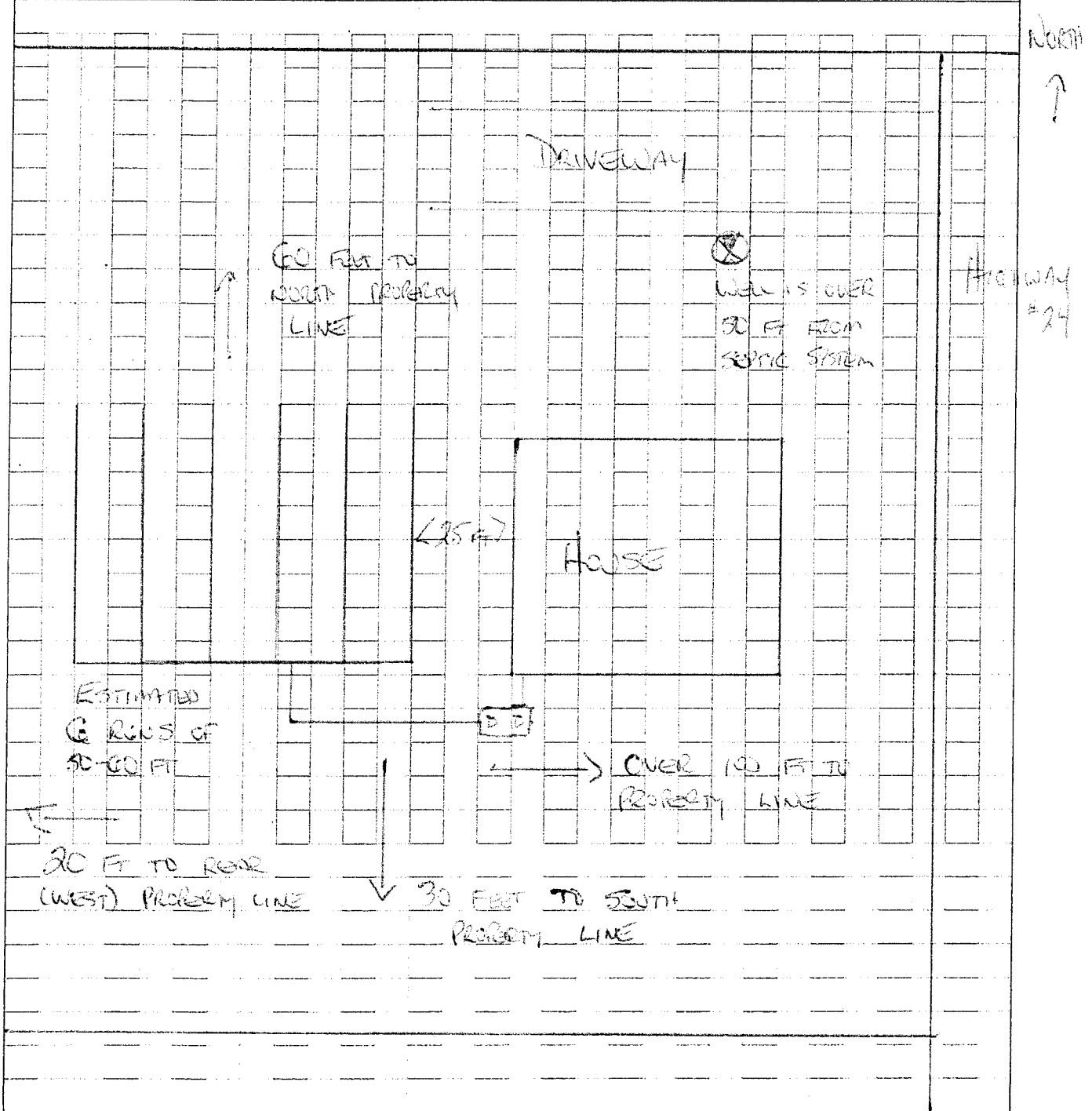
<b>Subsoil Investigation – Test pit</b> 1. Soil sample to be taken at a depth of 2. Test pit to be a minimum 0.9m		
Indicate level of rock and ground water level below original grade.		Soil and subgrade investigation. Indicate soil types

<b>Cross sectional drawings are required for all septic systems</b> 1. Location of existing grade. 2. Measurements to each component, distances to water table 3. Label each septic component.																			
<p>NOT APPLICABLE TO EXISTING ON-SITE SEWAGE EVALUATIONS</p>																			

## Worksheet G: Septic Plot Plan

Please provide the following information on this work sheet:

1. Location of sewage system and its components (e.g. tank, leaching bed, pump chamber)
2. Location of all buildings, pools and wells on the property and neighbouring properties
3. Locate and show minimum clearances for treatment units and distribution piping of items. Ontario Building Code, Division B, Table 8.2.1.6.A. and 8.2.1.6.B.
4. Location of property lines, easements, and utility corridors.



### Overall System Rating

- ☒ System working properly / no work required.
- ☐ System functioning / Maintenance required.
- ☐ System functioning / Minor repairs required
- ☐ System failure / Replacement required.

Additional Comments: SYSTEM IS IN GOOD WORKING ORDER AND IN A GOOD STATE OF REPAIR AT THE TIME OF EVALUATION

Note: Any repair or replacement of an on-site sewage system requires a building permit.

Contact the Norfolk County Building Department at (519) 426-5870 ext. 6016 for more information.

### Verification

#### Owner:

The owner is responsible for having a site evaluation conducted of the above mentioned property. Neither the evaluation nor the approval thereof shall exempt the owner(s) from complying with the Ontario Building Code or any other applicable law.

I, \_\_\_\_\_ (the owner of the subject property) hereby authorize the above mentioned evaluator to act on my behalf with respects to all matters pertaining to the existing onsite sewage system evaluation.

Owners Signature:

Date:

#### Evaluator:

I, Ed Dove declare that this site evaluation is accurate as of the date of inspection. No determination of future performance can be made due to unknown conditions, future water usage over the life of the system, abuse of the system and/or inadequate maintenance, all of which can affect the life of the system. This evaluation does not grant or imply any guarantee or warranty of the future performance of the sewage system. The undersigned takes no responsibility for the accuracy of existing or proposed property lines, whether measured or implied.

Evaluator Signature:

Date: August 1<sup>st</sup> / 2024

### Building Department Review

Comments:

Building Inspectors Name:

Building Inspector Signature:

Date:

**SPECIAL RESOLUTION OF THE SHAREHOLDERS  
OF  
SCHOFFRO FARMS LIMITED ("Corporation")**

**WHEREAS** Director Nancy Irene Schoffro passed away on August 14<sup>th</sup>, 2021;

**AND WHEREAS** the Articles of Incorporation of the Corporation provide for two (2) Directors;

**AND WHEREAS** it is deemed desirable to decrease the Board of Directors from two to one.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Board of Directors shall be decreased from two Directors to one Director effective the 14<sup>th</sup> day of August, 2021;
2. Any Director or Officer of the Corporation be and they are hereby authorized to execute any and all documentation required to implement the foregoing change in the number of Directors.

The foregoing resolution is hereby consented to by the Shareholders of the Corporation pursuant to the provisions of the Business Corporations Act, R.S.O. 1990, and amendments thereto, as evidenced by the signatures hereto.

**DATED** this 14<sup>th</sup> day of August, 2021.



\_\_\_\_\_  
Lawrence Joseph Schoffro

Estate of Nancy Irene Schoffro  
Per:



\_\_\_\_\_  
Joseph Lawrence Schoffro (also known as  
Larry Schoffro)



\_\_\_\_\_  
Terri Lynn Cordeiro, Estate Trustee



**RESOLUTION OF THE SOLE DIRECTOR**

**OF**

**SCHOFFRO FARMS LIMITED (the "Corporation")**

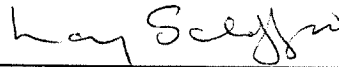
The undersigned, being the sole Director of the Corporation hereby signs, pursuant to the provisions of the Business Corporations Act (Ontario), the following Resolution:

**WHEREAS** Nancy Irene Schoffro died on the 14<sup>th</sup> day of August, 2021;

**NOW THEREFORE BE IT RESOLVED THAT:**

Joseph Lawrence Schoffro (also known as Larry Schoffro) be and he is hereby elected the Secretary-Treasurer of the Corporation effective the 14<sup>th</sup> day of August, 2021.

**DATED** this 14<sup>th</sup> day of August, 2021.



---

Joseph Lawrence Schoffro (also known as Larry Schoffro)



# Form 1 CIA Initial/Notice of Change Report

## CONFIRMATION OF FILING

TRANS ID: 532908

SUBMITTED: February 24, 2022 12:21 PM ET

OBR TRANS ID: APP-268789354288

Reference Info: Schoffro Farms Limited  
Docket Info: 44037-CN

Document Type: Notice Of Change

Corp. Name: SCHOFFRO FARMS LIMITED Corp No: 557440

Incorp./Amalg. Date: July  
19, 1983

Registered/Head Office: 81 Hwy 6, , Simcoe, CA, ON, N3Y 4K2

Official Email Address: larryschoffro@gmail.com

NAICS Code: 11

NAICS Description: AGRICULTURAL AND RELATED SERVICE  
INDUSTRIES

### CONTACT INFO:

First Name: Nancy  
Email: loft@mhnlawyers.com

Middle Name:  
Telephone: 1-519-4266763,

Last Name: Loft

### CERTIFICATION:

Type: other

First Name: William

Middle Name: Christopher

Last Name: Nunn

Address: 39, Colborne Street North, Simcoe, N3Y  
3T8, ON, CA

Email: nunn@mhnlawyers.com

PERSON AUTHORIZING: William Christopher Nunn

### Administrator Information

Administrator Information	Position	Elected/Appointed	Ceased
Nancy SCHOFFRO, R.R. #3 Simcoe, ON, CA, N3Y 4G2	SECRETARY	1983-07-19	2021-08-14
Larry SCHOFFRO, R.R. #3 Simcoe, ON, CA, N3Y 4G2	PRESIDENT	1983-07-19	2021-08-14

Nancy SCHOFFRO, R.R. #3 Simcoe, ON, CA, N3Y 4G2	Director	1983-07-19	2021-08-14
Larry SCHOFFRO, 81 Highway 6 Simcoe, ON, CA, N3Y 4K2	Director	1983-07-19	
Joseph Lawrence Schoffro, 81 Highway 6 Simcoe, ON, CA, N3Y 4K2	PRESIDENT SECRETARY TREASURER	2021-08-14 2021-08-14 2021-08-14	

————— END OF REPORT —————

## Certificate of Amendment

Business Corporations Act

## Certificat de modification

Loi sur les sociétés par actions

**SCHOFFRO FARMS LIMITED**

Corporation Name / Dénomination sociale

**557440**

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en  
vigueur le

**February 11, 2022 / 11 février 2022**

*Barbara Duckitt*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete  
without the Articles of Amendment

Certified a true copy of the record of the  
Ministry of Government and Consumer Services.

*Barbara Duckitt*

Director/Registrar



Ce certificat de modification n'est pas complet s'il  
ne contient pas les statuts de modification

Copie certifiée conforme du dossier du  
ministère des Services gouvernementaux et des  
Services aux consommateurs.

*Barbara Duckitt*

Directeur ou registrateur



## Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)  
SCHOFFRO FARMS LIMITED (July 19, 1983)

1. The name of the corporation is changed to:  
Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:  
**Minimum/Maximum** Min 1 / Max 10

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":  
Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:  
Not amended

C. 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. If there is only one class of shares, enter "Not Applicable":  
Not amended

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.  
Certified a true copy of the record of the Ministry of Government and Consumer Services.

*Barbara Duckitt*  
Director/Registrar, Ministry of Government and Consumer Services

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Not amended

E. Other provisions:

Not amended

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:

January 26, 2022

The articles have been properly executed by the required person(s).



Ministry of  
Consumer and  
Business Services

Ontario Business Services  
**CERTIFICATE**

**CERTIFICATE**  
This is to certify that these articles  
are effective on

Ministère des Services  
aux consommateurs  
et aux entreprises

CERTIFICAT

Ceci certifie que les présents status  
entrent en vigueur le

557440

OCTOBER 29 OCTOBRE, 2004

Director / Directrice  
Business Corporations Act / Loi sur les sociétés par actions

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale actuelle de la société: (Écrire en LETTRES MAJUSCULES SEULEMENT)

[illegible]

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
*Nouvelle dénomination sociale de la société (s'il y a lieu):* (Écrire en LETTRES MAJUSCULES SEULEMENT)

Date of incorporation:

3. Date of incorporation/amalgamation:  
Date de la constitution ou de la fusion:

1983 July 19

(Year, Month, Day)  
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.  
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number (or minimum and maximum number) of  
directors is/are:  
*Nombre (ou nombres minimal et maximal)  
d'administrateurs:*

number or minimum and maximum  
nombre ou minimal et maximal

5. The articles of the corporation are amended as follows: (continued next page)  
*Les statuts de la société sont modifiés de la façon suivante: (continuer suite page)*

- I. The classes and maximum number of shares that the corporation is authorized to issue is hereby revoked and the following is substituted in its place:

The authorized capital of the Corporation consists of an unlimited number of common shares, an unlimited number of Class A special shares, and an unlimited number of Class B special shares.

- II. The 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 is hereby revoked and the following is substituted in its place.

The shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(1) Class A Special Shares

(a) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, a holder of Class A Special Shares shall be entitled to require the Corporation to redeem at any time, all or any of the Class A Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Class A Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A Special Shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class A Special Shares. Requests in writing shall specify a Redemption Date which shall be not less than 5 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class A Special Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class A Special Shares by paying to such registered holder an amount equal to the Redemption Amount or Adjusted Redemption Amount, as applicable, of the Class A Special Shares being redeemed together with all dividends declared thereon and unpaid (the "Redemption Price"). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class A Special Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of Class A Special Shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected.

(b) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class A Special Shares on payment for each such share to be redeemed of the Redemption Price. In case a part only of the then outstanding Class A Special Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the



redemption of fractional parts of shares. The Corporation shall at least 5 days before the date specified for redemption send to each person who at the date of sending is a registered holder of Class A Special Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class A Special Shares, which notice requirement may be waived in writing by a holder of Class A Special Shares whose shares are being redeemed. Such notice may be mailed in a prepaid envelope addressed to each such shareholder at the address for such shareholder as it appears on the records of the Corporation or its transfer agent, or alternatively, such notice may be delivered personally to such shareholder, provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Redemption Price and the date and place or places of redemption. If notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Class A Special Shares to be redeemed shall cease after the date so fixed for redemption and such Class A Special Shares shall be deemed to be redeemed and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited. After the Redemption Price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Class A Special Shares called for redemption who have failed to present the certificates representing such shares within 2 months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Class A Special Shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

(c) The "Redemption Amount" for the Class A Special Shares shall, subject to paragraph (d), be \$1.00 per Class A Special Share.

(d) The provision in respect of the Redemption Amount set out in paragraph (c) shall be subject to the provisions of this paragraph. In the event that the Minister of National Revenue or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class A Special Share was issued or any share of the Corporation or aliquot portion thereof which was changed into any such Class A Special Share, had a fair market value at the time of such issuance or change of other than the Redemption Amount, then the Board of Directors of the Corporation shall confer and may by resolution determine an adjusted redemption amount for the Class A Special Shares. Upon such determination being confirmed by resolution of a majority of the holders of Class A Special Shares, the Redemption Amount shall automatically be adjusted nunc pro tunc to be such adjusted redemption amount (the "Adjusted Redemption Amount") so determined and confirmed. If any Class A Special Share is redeemed under subparagraph (a) or (b) prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class A Special Share being in excess of the Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class A

Special Shares at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class A Special Share so redeemed shall be a debt of the Corporation payable on demand to the former holder of each such Class A Special Share so redeemed. If any Class A Special Share is redeemed under subparagraph (a) or (b) prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class A Special Share being less than the Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class A Special Share so redeemed shall be a debt of the former holder of each such Class A Special Share so redeemed payable on demand to the Corporation.

(e) The holders of the Class A Special Shares shall in each fiscal year of the Corporation in the discretion of the Board of Directors, but always in preference and priority to any payment of dividends on the Class B Special Shares and the common shares for such year, be entitled, out of the moneys of the Corporation properly available for the payment of dividends, to non-cumulative dividends at a rate as declared by the directors from time to time. The holders of the Class A Special Shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends at a rate as declared by the Board of Directors from time to time as set forth above.

(f) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, before any distribution of any part of the assets of the Corporation among the holders of the Class B Special Shares or the common shares, the holders of the Class A Special Shares shall be entitled to receive an amount equal to the Redemption Amount or Adjusted Redemption Amount, if applicable, together with any dividends declared thereon and unpaid and no more but shall not be entitled to participate any further in the property or assets of the Corporation.

(g) The Holders of the Class A Special Shares shall be entitled to receive notice of, to attend shareholders meetings and to vote at such meetings on the basis of one vote per Class A Special Share.

(h) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class A Special Shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class A Special Shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class A Special Shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

(2) Class B Special Shares

(a) Subject to the provisions of the Business Corporations Act, R.S.O.1990, a holder of Class B Special Shares shall be entitled to require the Corporation to redeem at any time, all or any of the Class B Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Class B Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class B Special Shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class B Special Shares. Requests in writing shall specify a Redemption Date which shall be not less than 5 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class B Special Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class B Special Shares by paying to such registered holder an amount equal to the Redemption Amount or Adjusted Redemption Amount, as applicable, of the Class B Special Shares being redeemed together with all dividends declared thereon and unpaid (the "Redemption Price"). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class B Special Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class B Special Shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected.

(b) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class B Special Shares on payment for each such shares to be redeemed of the Redemption Price. In case a part only of the then outstanding Class B Special Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares. The Corporation shall at least 5 days before the date specified for redemption send to each person who at the date of sending is a registered holder of Class B Special Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class B Special Shares, which notice requirement may be waived in writing by a holder of Class B Special Shares whose shares are being redeemed. Such notice may be mailed in a prepaid envelope addressed to each such shareholder at the address for such shareholder as it appears on the records of the Corporation or its transfer agent, or alternatively, such notice may be delivered personally to such shareholder, provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Redemption Price and the date and place or

places of redemption. If notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Class B Special Shares to be redeemed shall cease after the date so fixed for redemption and such Class B Special Shares shall be deemed to be redeemed and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited. After the Redemption Price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Class B Special Shares called for redemption who have failed to present the certificates representing such shares within 2 months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Class B Special Shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

(c) The "Redemption Amount" for the Class B Special Shares shall, subject to paragraph (d), be \$1.00 per Class B Special Share.

(d) The provisions in respect of the Redemption Amount set out in paragraph (c) shall be subject to the provisions of this paragraph. In the event that the Minister of National Revenue or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class B Special Share was issued or any share of the Corporation or aliquot portion thereof which was changed into any such Class B Special Share, had a fair market value at the time of such issuance or change of other than the Redemption Amount, then the Board of Directors of the Corporation shall confer and may by resolution determine an adjusted redemption amount for the Class B Special Shares. Upon such determination being confirmed by resolution of a majority of the holders of Class B Special Shares, the Redemption Amount shall automatically be adjusted nunc pro tunc to be such adjusted redemption amount (the "Adjusted Redemption Amount") so determined and confirmed. If any Class B Special Share is redeemed under subparagraph (a) or (b) prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class B Special Share being in excess of the Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class B Special Shares so redeemed shall be a debt of the Corporation payable on demand to the former holder of each such Class B Special Share so redeemed. If any Class B Special Share is redeemed under subparagraph (a) or (b) prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class B Special Share being less than the Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class B Special Share so redeemed shall be a debt of the former holder of each such Class B Special Share so redeemed payable on demand to the Corporation.

(e) The holders of the Class B Special Shares shall in each fiscal year of the

Corporation in the discretion of the Board of Directors after payment in full of dividends on the Class A Special Shares, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled, out of the moneys of the Corporation properly available for the payment of dividends, to non-cumulative dividends at a rate as declared by the directors from time to time. The holders of the Class B Special Shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends at a rate as declared by the Board of Directors from time to time as set forth above.

(f) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after payment in full of the Redemption Amount or Adjusted Redemption Amount for the Class A Special Shares together with all dividends declared thereon and unpaid, and before any distribution of any part of the assets of the Corporation among the holders of the common shares, the holders of the Class B Special Shares shall be entitled to receive an amount equal to the Redemption Amount or Adjusted Redemption Amount, if applicable, together with any dividends declared thereon and unpaid and no more but shall not be entitled to participate any further in the property or assets of the Corporation.

(g) Except as required by the Business Corporations Act, R.S.O. 1990, the holders of the Class B Special Shares shall not as such be entitled to receive notice of, or to attend shareholders meetings and shall not be entitled to vote at such meetings.

(h) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class B Special Shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class B Special Shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class B Special Shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

### (3) Common Shares

The holders of the common shares are entitled to vote at all meetings of shareholders, are entitled to receive dividends declared by the board of directors subject to the prior rights of the holders of the Class A Special Shares and the Class B Special Shares and, subject to the prior rights of the holders of the Class A Special Shares and the Class B Special Shares are entitled to receive the remaining property of the Corporation upon dissolution.

- III. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows is hereby revoked and the following is substituted in its place.

The right to transfer any shares of the corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the corporation without the sanction of the shareholders of the corporation expressed by a resolution passed by the votes of a majority of the shareholders of the corporation at a meeting of the shareholders or by any instrument or instruments in writing signed by a majority of the shareholders.

Following the first allotment and issue of shares of any class or series in the capital of the corporation, any further shares of such class or series, other than shares issued for consideration other than money or issued as a shares dividend or pursuant to the exercise of conversion privileges or options granted by the corporation, shall be offered to the registered holders of shares of such class or series in proportion to the existing shares for the time being registered in their respective names and such offer (unless waived in writing by the registered holders of all outstanding shares of such class or series) shall be made by written notice specifying the number of shares to which each shareholder is entitled and specifying a reasonable time after which the offer, if not accepted, will be deemed to have been declined and after the expiration of such time or on receipt of a written notification from the shareholder to whom such notice is given, that he declines to accept the shares offered to him the directors may dispose of same to the other registered holders of shares of such class or series, in proportion to the existing shares of such class or series registered in their respective names and thereafter the directors may dispose of any shares so offered to such other registered shareholders and not accepted by them, in such manner as they think most beneficial to the corporation, subject to the requirement of the Act.

- IV. The other provisions, (if any, are), is hereby revoked and the following is substituted in its place.
1. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation, is hereby limited to fifty (50), two (2) or more persons holding one (1) or more share jointly being counted as a single shareholder;
  2. Any invitations to the public to subscribe for securities of the Corporation is prohibited;
  3. Meetings of the Board of Directors may be held at any place within or outside of Ontario but in any financial year of the Corporation a majority of the meetings of the Board of Directors must be held at a place within Canada and meetings of the shareholders of the Corporation may be held at any place within Ontario;
  4. The Board of Directors may from time to time delegate to such one or more of the directors of the Corporation as may be designated by the Board all or any of the powers conferred on the Board of Directors to such extent and in such manner as the Board shall determine at the time of each such delegation, and otherwise in accordance with Section 127 of The Business Corporations Act, R.S.O. 1990.

5. The articles of the corporation are amended as follows: (continued)  
*Les statuts de la société sont modifiés de la façon suivante: (continuation)*

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*

7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2004 October 18

(Year, Month, Day)  
 (année, mois, jour)

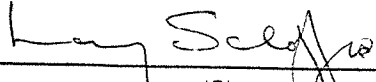
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

Schoffro Farms Limited

(Name of Corporation)  
 (Dénomination sociale de la société)

(If the name is to be changed by these articles set out current name)  
 (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By:/  
 Par:

  
 (Signature)  
 (Signature)

President

(Description of Office)  
 (Fonction)





5. THE OBJECTS FOR WHICH THE CORPORATION IS INCORPORATED ARE

(a) TO CARRY ON THE BUSINESS OF FARMING, AGRICULTURE AND HORTICULTURE;

(b) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE AND MORTGAGE, LEASE, HOLD OR OTHERWISE DEAL IN REAL AND PERSONAL PROPERTY, MARKETING AND OTHER RIGHTS, LANDS, BUILDINGS, FARMS, DAIRIES, FARM AND DAIRY EQUIPMENT, MACHINERY, LIVESTOCK, GRAIN AND OTHER FARM AND DAIRY PRODUCTS;

(c) TO BREED, RAISE, KEEP, TRAIN, EXHIBIT, SHOW, RENDER MARKETABLE AND DEAL IN POULTRY, HORSES, CATTLE AND LIVESTOCK OF ALL KINDS;

(d) TO CARRY ON A NURSERY BUSINESS TO GROW, PRODUCE, RAISE, CULTIVATE, BUY AND OTHERWISE TRADE OR DEAL IN TREES, BUSHES, SHRUBS, FRUITS, FLOWERS, SPROUTS, VINES AND SEEDS;

(e) TO MANUFACTURE, CONDUCT RESEARCH IN AND DEAL GENERALLY WITH AGRICULTURAL PRODUCTS AND BY-PRODUCTS;

(f) TO CARRY ON ANY BUSINESS CONVENIENTLY CAPABLE OF BEING CARRIED ON IN CONNECTION THEREWITH.

6. *THE AUTHORIZED CAPITAL IS* TO BE DIVIDED INTO TEN THOUSAND (10,000) SPECIAL SHARES WITH A PAR VALUE OF ONE HUNDRED DOLLARS (\$100.00) EACH AND ONE MILLION (1,000,000) COMMON SHARES WITHOUT PAR VALUE; PROVIDED, HOWEVER, THAT THE AGGREGATE CONSIDERATION FOR THE ISSUE OF THE SAID COMMON SHARES WITHOUT PAR VALUE SHALL NOT EXCEED IN AMOUNT OR VALUE THE SUM OF ONE MILLION DOLLARS (\$1,000,000.00) IN CANADIAN CURRENCY OR SUCH GREATER AMOUNT AS THE BOARD OF DIRECTORS OF THE CORPORATION BY RESOLUTION DETERMINES, AND PROVIDED THAT SUCH RESOLUTION SHALL NOT BE EFFECTIVE UNTIL A CERTIFIED COPY THEREOF HAS BEEN FILED WITH THE MINISTER OF CONSUMER AND COMMERCIAL RELATIONS, ALL PRESCRIBED FEES HAVE BEEN PAID AND THE MINISTER HAS SO CERTIFIED.

7. THE DESIGNATIONS, PREFERENCES, RIGHTS, CONDITIONS, RESTRICTIONS, LIMITATIONS OR PROHIBITIONS ATTACHING TO THE SPECIAL SHARES, IF ANY, ARE

- (1) THE HOLDERS OF THE SPECIAL SHARES SHALL IN EACH YEAR IN THE DISCRETION OF THE DIRECTORS, BUT ALWAYS IN PREFERENCE AND PRIORITY TO ANY PAYMENT OF DIVIDENDS ON THE COMMON SHARES FOR SUCH YEAR, BE ENTITLED, OUT OF ANY OR ALL PROFITS OR SURPLUS AVAILABLE FOR DIVIDENDS, TO NON-CUMULATIVE DIVIDENDS AT THE RATE OF EIGHT PER CENT PER ANNUM ON THE AMOUNT PAID UP ON THE SPECIAL SHARES; IF IN ANY YEAR, AFTER PROVIDING FOR THE FULL DIVIDEND ON THE SPECIAL SHARES, THERE SHALL REMAIN ANY PROFITS OR SURPLUS AVAILABLE FOR DIVIDENDS, SUCH PROFITS OR SURPLUS OR ANY PART THEREOF MAY, IN THE DISCRETION OF THE DIRECTORS, BE APPLIED TO DIVIDENDS ON THE COMMON SHARES; THE HOLDERS OF THE SPECIAL SHARES SHALL NOT BE ENTITLED TO ANY DIVIDEND OTHER THAN OR IN EXCESS OF THE NON-CUMULATIVE DIVIDEND AT THE RATE OF EIGHT PER CENT PER ANNUM HEREINBEFORE PROVIDED FOR;
- (2) THE SPECIAL SHARES SHALL RANK, BOTH AS REGARDS DIVIDENDS AND REPAYMENT OF CAPITAL, IN PRIORITY TO ALL OTHER SHARES OF THE CORPORATION BUT SHALL NOT CONFER ANY FURTHER RIGHT TO PARTICIPATE IN PROFITS OR ASSETS;
- (3) THE CORPORATION MAY, UPON GIVING NOTICE AS HEREINAFTER PROVIDED, REDEEM THE WHOLE OR ANY PART OF THE SPECIAL SHARES ON PAYMENT FOR EACH SHARE TO BE REDEEMED OF THE AMOUNT PAID UP THEREON, TOGETHER WITH ALL DIVIDENDS DECLARED THEREON AND UNPAID. NOT LESS THAN THIRTY DAYS' NOTICE IN WRITING OF SUCH REDEMPTION SHALL BE GIVEN BY MAILING SUCH NOTICE TO THE REGISTERED HOLDERS OF THE SHARES TO BE REDEEMED, SPECIFYING THE DATE AND PLACE OR PLACES OF REDEMPTION; IF NOTICE OF ANY SUCH REDEMPTION BE GIVEN BY THE CORPORATION IN THE MANNER AFORESAID AND ANY AMOUNT SUFFICIENT TO REDEEM THE SHARES BE DEPOSITED WITH ANY TRUST COMPANY OR CHARTERED BANK IN CANADA, AS SPECIFIED IN THE NOTICE, ON OR BEFORE THE DATE FIXED FOR REDEMPTION, DIVIDENDS ON THE SPECIAL SHARES TO BE REDEEMED SHALL CEASE AFTER THE DATE SO FIXED FOR REDEMPTION, AND THE HOLDERS THEREOF SHALL THEREAFTER HAVE NO RIGHTS AGAINST THE CORPORATION IN RESPECT THEREOF EXCEPT, UPON THE SURRENDER OF CERTIFICATES FOR SUCH SHARES, TO RECEIVE PAYMENT THEREFOR OUT OF THE MONEYS SO DEPOSITED;
- (4) THE CORPORATION MAY, AT ANY TIME AND FROM TIME TO TIME, PURCHASE FOR CANCELLATION THE WHOLE OR ANY PART OF THE SPECIAL SHARES AT THE LOWEST PRICE AT WHICH, IN THE OPINION OF THE DIRECTORS, SUCH SHARES ARE OBTAINABLE BUT NOT EXCEEDING THE AMOUNT PAID UP THEREON, TOGETHER WITH ALL DIVIDENDS DECLARED THEREON AND UNPAID;
- (5) IN THE EVENT OF THE LIQUIDATION, DISSOLUTION OR WINDING-UP OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, THE HOLDERS OF THE SPECIAL SHARES SHALL BE ENTITLED TO RECEIVE, BEFORE ANY DISTRIBUTION OF ANY PART OF THE ASSETS OF THE CORPORATION AMONG THE HOLDERS OF ANY SHARES, THE AMOUNT PAID UP THEREON AND ANY DIVIDENDS DECLARED THEREON AND UNPAID AND NO MORE;

(6) THE HOLDERS OF SPECIAL SHARES SHALL NOT, AS SUCH, HAVE ANY VOTING RIGHTS FOR THE ELECTION OF DIRECTORS OR FOR ANY OTHER PURPOSE; HOLDERS OF SPECIAL SHARES SHALL, HOWEVER, BE ENTITLED TO NOTICE OF MEETINGS OF SHAREHOLDERS CALLED FOR THE PURPOSE OF AUTHORIZING THE DISSOLUTION OF THE CORPORATION OR THE SALE OF ITS UNDERTAKING OR A SUBSTANTIAL PART THEREOF; HOLDERS OF COMMON SHARES ON THE RECORD DATE FOR VOTING, IF ANY, SHALL BE ENTITLED TO ONE VOTE FOR EACH COMMON SHARE HELD BY THEM AT ALL SHAREHOLDERS' MEETINGS;

(7) ANY AMENDMENT TO THE ARTICLES OF THE CORPORATION TO DELETE OR VARY ANY PREFERENCE, RIGHT, CONDITION, RESTRICTION, LIMITATION OR PROHIBITION ATTACHING TO THE SPECIAL SHARES OR TO CREATE SPECIAL SHARES RANKING IN PRIORITY TO OR ON A PARITY WITH THE SPECIAL SHARES, IN ADDITION TO THE AUTHORIZATION BY A SPECIAL RESOLUTION, MAY BE AUTHORIZED BY AT LEAST TWO-THIRDS OF THE VOTES CAST AT A MEETING OF THE HOLDERS OF THE SPECIAL SHARES DULY CALLED FOR THAT PURPOSE:

(8) ANY REFERENCE HEREIN TO "DIRECTORS" OR "BOARD OF DIRECTORS" OR WORDS OF LIKE IMPORT SHALL INCLUDE, WHERE THE NUMBER OF THE DIRECTORS OF THE CORPORATION IS LIMITED TO ONE, A SINGLE DIRECTOR AND A BOARD COMPOSED OF THAT SINGLE DIRECTOR.

8. *THE RESTRICTIONS, IF ANY, ON THE ALLOTMENT, ISSUE OR TRANSFER OF SHARES ARE*

THAT NO SHAREHOLDER SHALL BE ENTITLED TO TRANSFER ANY SHARE OR SHARES IN THE CAPITAL OF THE CORPORATION WITHOUT THE EXPRESS CONSENT OF A MAJORITY OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY A RESOLUTION PASSED BY THE BOARD OF DIRECTORS OR BY AN INSTRUMENT OR INSTRUMENTS IN WRITING SIGNED BY A MAJORITY OF THE DIRECTORS. THE WORDS "MAJORITY OF DIRECTORS" SHALL MEAN, WHERE THE NUMBER OF DIRECTORS OF THE CORPORATION IS LIMITED TO ONE, THE SINGLE DIRECTOR OF THE CORPORATION.

9. THE SPECIAL PROVISIONS, IF ANY, ARE THAT :

1. THE NUMBER OF SHAREHOLDERS OF THE CORPORATION EXCLUSIVE OF PERSONS WHO ARE IN ITS EMPLOYMENT AND EXCLUSIVE OF PERSONS WHO, HAVING BEEN FORMERLY IN THE EMPLOYMENT OF THE CORPORATION, WERE, WHILE IN THAT EMPLOYMENT, AND HAVE CONTINUED AFTER THE TERMINATION OF THAT EMPLOYMENT TO BE SHAREHOLDERS OF THE CORPORATION, IS LIMITED TO NOT MORE THAN FIFTY, TWO OR MORE PERSONS WHO ARE THE JOINT REGISTERED OWNERS OF ONE OR MORE SHARES BEING COUNTED AS ONE SHAREHOLDER.

2. ANY INVITATION TO THE PUBLIC TO SUBSCRIBE FOR SECURITIES OF THE CORPORATION IS PROHIBITED.

3. THE CORPORATION MAY PURCHASE, SUBJECT TO THE PROVISIONS OF THE BUSINESS CORPORATIONS ACT, ANY OF ITS ISSUED COMMON SHARES.

10. THE SHARES, IF ANY, TO BE TAKEN BY THE INCORPORATORS ARE

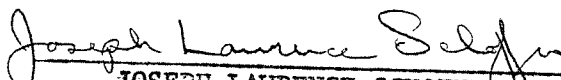
INCORPORATORS FULL NAMES, INCLUDING ALL GIVEN NAMES	NUMBER OF SHARES	CLASS DESIGNATION	AMOUNT TO BE PAID \$
JOSEPH LAWRENCE SCHOFFRO	ONE	COMMON	\$1.00
NANCY IRENE SCHOFFRO	ONE	COMMON	\$1.00

11. THE NAMES AND RESIDENCE ADDRESSES OF THE INCORPORATORS ARE

FULL NAMES, INCLUDING ALL GIVEN NAMES	FULL RESIDENCE ADDRESS GIVING STREET & NO. OR R.R. NO., MUNICIPALITY OR POST OFFICE AND POSTAL CODE
JOSEPH LAWRENCE SCHOFFRO	R.R. #3, SIMCOE, ONTARIO, N3Y 4K2
NANCY IRENE SCHOFFRO	R.R. #3, SIMCOE, ONTARIO, N3Y 4K2

THESE ARTICLES ARE EXECUTED IN DUPLICATE FOR DELIVERY TO THE MINISTER

SIGNATURES OF INCORPORATORS

  
JOSEPH LAWRENCE SCHOFFRO

  
NANCY IRENE SCHOFFRO

**SPECIAL RESOLUTIONS OF THE SHAREHOLDERS  
OF  
DECOUTERE FARMS LIMITED ("Corporation")**

**WHEREAS** Director Nancy Irene Schoffro passed away on August 14<sup>th</sup>, 2021;

**AND WHEREAS** the Letters Patent/Articles of the Corporation provide for three (3) Directors and there is currently one (1) Director;

**AND WHEREAS** it is deemed desirable to decrease the Board of Directors from three (3) Directors to one (1) Director;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. Joseph Lawrence Schoffro (also known as Larry Schoffro) is hereby elected as Director of the Corporation effective the 14<sup>th</sup> day of August, 2021.
2. Any Director or Officer of the Corporation be and he is hereby authorized to execute any and all documentation required to implement the foregoing change in the Directors of the Corporation.


The foregoing resolutions are hereby consented to by the Shareholders of the Corporation pursuant to the provisions of the Business Corporations Act, R.S.O. 1990, and amendments thereto, as evidenced by their signatures hereto.


**DATED** this 14<sup>th</sup> day of August, 2021.

Estate of Nancy Irene Schoffro

Per:

  
\_\_\_\_\_  
Joseph Lawrence Schoffro (also known as  
Larry Schoffro), Estate Trustee

  
\_\_\_\_\_  
Larry Schoffro

  
\_\_\_\_\_  
Terri Lynn Cordeiro, Estate Trustee



**RESOLUTION OF THE SOLE DIRECTOR**  
**OF**  
**DECOUTERE FARMS LIMITED (the "Corporation")**

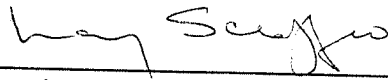
The undersigned, being the sole Director of the Corporation hereby signs, pursuant to the provisions of the Business Corporations Act (Ontario), the following Resolution:

**WHEREAS** Nancy Irene Schoffro died on the 14<sup>th</sup> day of August, 2021;

**NOW THEREFORE BE IT RESOLVED THAT:**

Joseph Lawrence Schoffro (also known as Larry Schoffro) be and he is hereby elected the President and Secretary-Treasurer of the Corporation effective the 14<sup>th</sup> day of August, 2021.

**DATED** this 14<sup>th</sup> day of August, 2021.

  
\_\_\_\_\_  
Joseph Lawrence Schoffro (also known as Larry Schoffro)



# Form 1 CIA Initial/Notice of Change Report

## CONFIRMATION OF FILING

TRANS ID: 532915

SUBMITTED: February 24, 2022 12:20 PM ET

OBR TRANS ID: APP-466649114074

Reference Info: Decoutere Farms Limited

Document Type: Notice Of Change

Docket Info: 44643-CN

Corp. Name: DECOUTERE FARMS  
LIMITED

Corp No: 100874

Incorp./Amalg. Date: June 01,  
1959

Registered/Head Office: 81 Highway 6, , Simcoe, CA, ON, N3Y 4K2

Official Email Address: larryschoffro@gmail.com

NAICS Code: 11

NAICS Description: AGRICULTURAL AND RELATED SERVICE  
INDUSTRIES

### CONTACT INFO:

First Name: Nancy

Middle Name:

Last Name: Loft

Email: loft@mhnlawyers.com

Telephone: 1-519-4266763,

### CERTIFICATION:

Type: other

First Name: William

Middle Name: Christopher

Last Name: Nunn

Address: 81, Highway 6, Simcoe, N3Y 3T8,  
ON, CA

Email: nunn@mhnlawyers.com

PERSON AUTHORIZING: William Christopher Nunn

### Administrator Information

Administrator Information	Position	Elected/Appointed	Ceased
Nancy Irene SCHOFFRO, R. R. #3 Simcoe, ON, CA, N3Y 4K2	SECRETARY	1992-11-16	2021-08-14
Nancy Irene SCHOFFRO, R. R. #3 Simcoe, ON, CA, N3Y 4K2	PRESIDENT	1992-11-16	2021-08-14

# Certificate of Amendment

# Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

DECOUTERE FARMS LIMITED

Corporation Name / Dénomination sociale

100874

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en  
vigueur le

February 11, 2022 / 11 février 2022

*Barbara Duckitt*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete  
without the Articles of Amendment

Certified a true copy of the record of the  
Ministry of Government and Consumer Services.

*Barbara Duckitt*

Director/Registrar



Ce certificat de modification n'est pas complet s'il  
ne contient pas les statuts de modification

Copie certifiée conforme du dossier du  
ministère des Services gouvernementaux et des  
Services aux consommateurs.

*Barbara Duckitt*

Directeur ou registrateur



## Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)  
DECOUTERE FARMS LIMITED (June 01, 1959)

1. The name of the corporation is changed to:  
Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:  
**Minimum/Maximum** Min 1 / Max 10

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":  
Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:  
Not amended

C. 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. If there is only one class of shares, enter "Not Applicable":  
Not amended

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.  
Certified a true copy of the record of the Ministry of Government and Consumer Services.

*Barbara Duckitt*  
Director/Registrar, Ministry of Government and Consumer Services

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":  
Not amended

E. Other provisions:  
Not amended

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:  
January 26, 2022

The articles have been properly executed by the required person(s).



Ministry of  
Consumer and

Ontario Business Services

# CERTIFICATE

This is to certify that these articles  
are effective on

Ministère des Services  
aux consommateurs  
et aux entreprises

# CERTIFICAT

Ceci certifie que les présents status  
entrent en vigueur le

100874

OCTOBER 29 OCTOBRE, 2004

*B. B. B. B.*  
Director / Directrice

**Director / Directrice**

**Business Corporations Act / Loi sur les sociétés par actions**

Form 3  
Business  
Corporations  
Act

*Formule 3  
Loi sur les  
sociétés par  
actions*

ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale actuelle de la société: (Écrire en LETTRES MAJUSCULES SEULEMENT)

[illegible]

- [illegible]

[illegible]

3. Date of incorporation/amalgamation:  
Date de la constitution ou de la fusion:

1959 June 1

(Year, Month, Day)  
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.  
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number (or minimum and maximum number) of directors is/are: <i>Nombre (ou nombres minimal et maximal) d'administrateurs:</i>	number <i>nombre</i>	or <i>ou</i>	minimum <i>minimal</i>	and <i>et</i>	maximum <i>maximal</i>

5. The articles of the corporation are amended as follows: (continued next page)  
Les statuts de la société sont modifiés de la façon suivante: (continuer suite page)

- I. The classes and maximum number of shares that the corporation is authorized to issue is hereby revoked and the following is substituted in its place:

The authorized capital of the Corporation consists of an unlimited number of common shares, an unlimited number of Class A special shares, and an unlimited number of Class B special shares.

- II. The 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 is hereby revoked and the following is substituted in its place.

The shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(1) Class A Special Shares

(a) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, a holder of Class A Special Shares shall be entitled to require the Corporation to redeem at any time, all or any of the Class A Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Class A Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A Special Shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class A Special Shares. Requests in writing shall specify a Redemption Date which shall be not less than 5 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class A Special Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class A Special Shares by paying to such registered holder an amount equal to the Redemption Amount or Adjusted Redemption Amount, as applicable, of the Class A Special Shares being redeemed together with all dividends declared thereon and unpaid (the "Redemption Price"). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class A Special Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of Class A Special Shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected.

(b) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class A Special Shares on payment for each such share to be redeemed of the Redemption Price. In case a part only of the then outstanding Class A Special Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the

redemption of fractional parts of shares. The Corporation shall at least 5 days before the date specified for redemption send to each person who at the date of sending is a registered holder of Class A Special Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class A Special Shares, which notice requirement may be waived in writing by a holder of Class A Special Shares whose shares are being redeemed. Such notice may be mailed in a prepaid envelope addressed to each such shareholder at the address for such shareholder as it appears on the records of the Corporation or its transfer agent, or alternatively, such notice may be delivered personally to such shareholder, provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Redemption Price and the date and place or places of redemption. If notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Class A Special Shares to be redeemed shall cease after the date so fixed for redemption and such Class A Special Shares shall be deemed to be redeemed and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited. After the Redemption Price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Class A Special Shares called for redemption who have failed to present the certificates representing such shares within 2 months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Class A Special Shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

(c) The "Redemption Amount" for the Class A Special Shares shall, subject to paragraph (d), be \$1.00 per Class A Special Share.

(d) The provision in respect of the Redemption Amount set out in paragraph (c) shall be subject to the provisions of this paragraph. In the event that the Minister of National Revenue or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class A Special Share was issued or any share of the Corporation or aliquot portion thereof which was changed into any such Class A Special Share, had a fair market value at the time of such issuance or change of other than the Redemption Amount, then the Board of Directors of the Corporation shall confer and may by resolution determine an adjusted redemption amount for the Class A Special Shares. Upon such determination being confirmed by resolution of a majority of the holders of Class A Special Shares, the Redemption Amount shall automatically be adjusted nunc pro tunc to be such adjusted redemption amount (the "Adjusted Redemption Amount") so determined and confirmed. If any Class A Special Share is redeemed under subparagraph (a) or (b) prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class A Special Share being in excess of the Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class A



Special Shares at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class A Special Share so redeemed shall be a debt of the Corporation payable on demand to the former holder of each such Class A Special Share so redeemed. If any Class A Special Share is redeemed under subparagraph (a) or (b) prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class A Special Share being less than the Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class A Special Share so redeemed shall be a debt of the former holder of each such Class A Special Share so redeemed payable on demand to the Corporation.

(e) The holders of the Class A Special Shares shall in each fiscal year of the Corporation in the discretion of the Board of Directors, but always in preference and priority to any payment of dividends on the Class B Special Shares and the common shares for such year, be entitled, out of the moneys of the Corporation properly available for the payment of dividends, to non-cumulative dividends at a rate as declared by the directors from time to time. The holders of the Class A Special Shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends at a rate as declared by the Board of Directors from time to time as set forth above.

(f) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, before any distribution of any part of the assets of the Corporation among the holders of the Class B Special Shares or the common shares, the holders of the Class A Special Shares shall be entitled to receive an amount equal to the Redemption Amount or Adjusted Redemption Amount, if applicable, together with any dividends declared thereon and unpaid and no more but shall not be entitled to participate any further in the property or assets of the Corporation.

(g) The Holders of the Class A Special Shares shall be entitled to receive notice of, to attend shareholders meetings and to vote at such meetings on the basis of one vote per Class A Special Share.

(h) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class A Special Shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class A Special Shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds ( $2/3$ ) of the votes cast, or consented to in writing by each holder of Class A Special Shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

(2) Class B Special Shares

(a) Subject to the provisions of the Business Corporations Act, R.S.O.1990, a holder of Class B Special Shares shall be entitled to require the Corporation to redeem at any time, all or any of the Class B Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate representing the Class B Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class B Special Shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class B Special Shares. Requests in writing shall specify a Redemption Date which shall be not less than 5 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class B Special Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class B Special Shares by paying to such registered holder an amount equal to the Redemption Amount or Adjusted Redemption Amount, as applicable, of the Class B Special Shares being redeemed together with all dividends declared thereon and unpaid (the "Redemption Price"). Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class B Special Shares shall be redeemed on the Redemption Date and from and after the Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class B Special Shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected.

(b) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Class B Special Shares on payment for each such shares to be redeemed of the Redemption Price. In case a part only of the then outstanding Class B Special Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares. The Corporation shall at least 5 days before the date specified for redemption send to each person who at the date of sending is a registered holder of Class B Special Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class B Special Shares, which notice requirement may be waived in writing by a holder of Class B Special Shares whose shares are being redeemed. Such notice may be mailed in a prepaid envelope addressed to each such shareholder at the address for such shareholder as it appears on the records of the Corporation or its transfer agent, or alternatively, such notice may be delivered personally to such shareholder, provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Redemption Price and the date and place or

places of redemption. If notice of any such redemption is given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Class B Special Shares to be redeemed shall cease after the date so fixed for redemption and such Class B Special Shares shall be deemed to be redeemed and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited. After the Redemption Price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Class B Special Shares called for redemption who have failed to present the certificates representing such shares within 2 months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Class B Special Shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

(c) The "Redemption Amount" for the Class B Special Shares shall, subject to paragraph (d), be \$1.00 per Class B Special Share.

(d) The provisions in respect of the Redemption Amount set out in paragraph (c) shall be subject to the provisions of this paragraph. In the event that the Minister of National Revenue or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class B Special Share was issued or any share of the Corporation or aliquot portion thereof which was changed into any such Class B Special Share, had a fair market value at the time of such issuance or change of other than the Redemption Amount, then the Board of Directors of the Corporation shall confer and may by resolution determine an adjusted redemption amount for the Class B Special Shares. Upon such determination being confirmed by resolution of a majority of the holders of Class B Special Shares, the Redemption Amount shall automatically be adjusted nunc pro tunc to be such adjusted redemption amount (the "Adjusted Redemption Amount") so determined and confirmed. If any Class B Special Share is redeemed under subparagraph (a) or (b) prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class B Special Share being in excess of the Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class B Special Shares so redeemed shall be a debt of the Corporation payable on demand to the former holder of each such Class B Special Share so redeemed. If any Class B Special Share is redeemed under subparagraph (a) or (b) prior to any such adjustment as described above resulting in the Adjusted Redemption Amount of such Class B Special Share being less than the Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class B Special Share so redeemed shall be a debt of the former holder of each such Class B Special Share so redeemed payable on demand to the Corporation.

(e) The holders of the Class B Special Shares shall in each fiscal year of the

Corporation in the discretion of the Board of Directors after payment in full of dividends on the Class A Special Shares, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled, out of the moneys of the Corporation properly available for the payment of dividends, to non-cumulative dividends at a rate as declared by the directors from time to time. The holders of the Class B Special Shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends at a rate as declared by the Board of Directors from time to time as set forth above.

(f) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after payment in full of the Redemption Amount or Adjusted Redemption Amount for the Class A Special Shares together with all dividends declared thereon and unpaid, and before any distribution of any part of the assets of the Corporation among the holders of the common shares, the holders of the Class B Special Shares shall be entitled to receive an amount equal to the Redemption Amount or Adjusted Redemption Amount, if applicable, together with any dividends declared thereon and unpaid and no more but shall not be entitled to participate any further in the property or assets of the Corporation.

(g) Except as required by the Business Corporations Act, R.S.O. 1990, the holders of the Class B Special Shares shall not as such be entitled to receive notice of, or to attend shareholders meetings and shall not be entitled to vote at such meetings.

(h) Subject to the provisions of the Business Corporations Act, R.S.O. 1990, and the terms hereof, any of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case or changes may be made in the rights, privileges, restrictions and conditions attaching to the said Class B Special Shares by articles of amendment, but no such alteration, amendment, repeal, suspension or change shall be adopted until approved by special resolution submitted to a special meeting of the holders of the Class B Special Shares of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds (2/3) of the votes cast, or consented to in writing by each holder of Class B Special Shares of the Corporation entitled to vote at such a meeting or by such holder's attorney authorized in writing.

### (3) Common Shares

The holders of the common shares are entitled to vote at all meetings of shareholders, are entitled to receive dividends declared by the board of directors subject to the prior rights of the holders of the Class A Special Shares and the Class B Special Shares and, subject to the prior rights of the holders of the Class A Special Shares and the Class B Special Shares are entitled to receive the remaining property of the Corporation upon dissolution.

- III. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows is hereby revoked and the following is substituted in its place.

The right to transfer any shares of the corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the corporation without the sanction of the shareholders of the corporation expressed by a resolution passed by the votes of a majority of the shareholders of the corporation at a meeting of the shareholders or by any instrument or instruments in writing signed by a majority of the shareholders.

Following the first allotment and issue of shares of any class or series in the capital of the corporation, any further shares of such class or series, other than shares issued for consideration other than money or issued as a shares dividend or pursuant to the exercise of conversion privileges or options granted by the corporation, shall be offered to the registered holders of shares of such class or series in proportion to the existing shares for the time being registered in their respective names and such offer (unless waived in writing by the registered holders of all outstanding shares of such class or series) shall be made by written notice specifying the number of shares to which each shareholder is entitled and specifying a reasonable time after which the offer, if not accepted, will be deemed to have been declined and after the expiration of such time or on receipt of a written notification from the shareholder to whom such notice is given, that he declines to accept the shares offered to him the directors may dispose of same to the other registered holders of shares of such class or series, in proportion to the existing shares of such class or series registered in their respective names and thereafter the directors may dispose of any shares so offered to such other registered shareholders and not accepted by them, in such manner as they think most beneficial to the corporation, subject to the requirement of the Act.

- IV. The other provisions, (if any, are), is hereby revoked and the following is substituted in its place.
1. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation, is hereby limited to fifty (50), two (2) or more persons holding one (1) or more share jointly being counted as a single shareholder;
  2. Any invitations to the public to subscribe for securities of the Corporation is prohibited;
  3. Meetings of the Board of Directors may be held at any place within or outside of Ontario but in any financial year of the Corporation a majority of the meetings of the Board of Directors must be held at a place within Canada and meetings of the shareholders of the Corporation may be held at any place within Ontario;
  4. The Board of Directors may from time to time delegate to such one or more of the directors of the Corporation as may be designated by the Board all or any of the powers conferred on the Board of Directors to such extent and in such manner as the Board shall determine at the time of each such delegation, and otherwise in accordance with Section 127 of The Business Corporations Act, R.S.O. 1990.

5. The articles of the corporation are amended as follows: (continued)  
*Les statuts de la société sont modifiés de la façon suivante: (continuation)*

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*

7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the the corporation on  
*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2004 October 18

(Year, Month, Day)  
 (année, mois, jour)

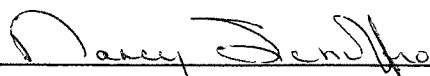
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

Decoutere Farms Limited

(Name of Corporation)  
 (Dénomination sociale de la société)

(If the name is to be changed by these articles set out current name)  
 (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By:/  
 Par:



(Signature)  
 (Signature)

President

(Description of Office)  
 (Fonction)

COAT OF ARMS

PROVINCE OF ONTARIO

BY THE HONOURABLE

M A C K I N N O N P H I L L I P S, M. D. C. M., LL. D.,

PROVINCIAL SECRETARY

TO ALL TO WHOM THESE PRESENTS SHALL COME

GREETING

WHEREAS The Corporations Act, 1953 provides that with the exceptions therein mentioned the Lieutenant-Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not less than three, of twenty-one or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends;\_\_\_\_\_

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant-Governor;\_\_\_\_\_

AND WHEREAS by their Application in that behalf the persons herein named have applied for the issue of a Charter constituting them a corporation for the due carrying out of the undertaking hereinafter set forth;\_\_\_\_\_

AND WHEREAS it has been made to appear that the said persons have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;\_\_\_\_\_

NOW THEREFORE KNOW YE that under the authority of the hereinbefore in part recited Act I DO BY THESE LETTERS PATENT issue

a Charter to the Persons hereinafter named that is to say:

D a n i e l D e C o u t e r e, Tobacco Farmer, and I r e n e D e C o u t e r e, Housewife, Both of the Township of Woodhouse, in the County of Norfolk and Province of Ontario; and M a u r i c e D e C o u t e r e, of the Township of North Walsingham, in the said County of Norfolk, Farmer; constituting them and any others who become shareholders of the Company hereby created a company under the name of

DeCOUTERE FARMS LIMITED

for the following objects, that is to say:

- (a) TO carry on in all its branches the general business of farming and agriculture;
- (b) TO operate farms for raising poultry and livestock and for dairying; to grow fruits and field crops of all kinds, and to carry on the business of agriculture and horticulture; and to breed, raise, keep, render marketable and deal in poultry, horses, cattle and livestock of all kinds, and to purchase, sell, manufacture, conduct research in and deal generally with agricultural products and by-products; and
- (c) TO take or otherwise acquire and hold membership in any association or associations having objects altogether or in part similar to those of the Company or carrying on any undertaking capable of being conducted so as directly or indirectly to benefit the Company;

THE AUTHORIZED CAPITAL of the Company to be divided into One Thousand Eight Hundred (1,800) preference shares with a par value of One Hundred dollars (\$100) each and Twenty Thousand (20,000) common shares without par value; provided that the common shares shall not be issued for a consideration exceeding in amount or value



the sum of Twenty Thousand dollars (\$20,000) or such greater amount as the board of directors of the Company may deem expedient on payment to the Treasurer of Ontario of the fees payable on such greater amount and on the issuance by the Provincial Secretary of a certificate of such payment;

THE HEAD OFFICE of the Company to be situate in the said Township of Woodhouse; and

THE FIRST DIRECTORS of the Company to be Daniel DeCoutere, Irene DeCoutere and Maurice DeCoutere, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the said Company shall be a PRIVATE COMPANY and that the following provisions shall apply thereto:

(1) The right to transfer shares of the Company shall be restricted as follows: (a) No shares shall be transferred unless and until the shareholder shall have given at least three (3) months' notice in writing to the secretary of the Company of his desire to sell; and the other shareholders of the Company shall have the right, for the said period of three (3) months from the giving of such notice, to purchase such shares or such portion or number of the same as they may desire pro rata to the number of shares in the Company already held by them, or in such other proportions as they may agree upon among themselves; (b) The price to be paid for such shares shall be a price to be set by the vendor;

(c) In case the said other shareholders fail within the said period of three (3) months to purchase the said shares, then such shareholder may, after three (3) months from the giving of such notice, sell or dispose of the shares referred to in such notice, or such portion of such shares as shall not have been agreed to be purchased by the other shareholders, to any other person at a price equal to or in excess of the price as determined under sub-clause (b) of these restrictions;

should the said shareholder, after having complied with the restrictions above mentioned, wish to sell his said shares or the remainder of the same as have not been purchased by the other shareholders at a price lower than the price as established under sub-clause (b) aforesaid, he shall first offer the said shares to the remaining shareholders at the said lower price by giving a notice in writing to the secretary of the Company stating the said price and the other shareholders of the Company shall have the right for the period of ten (10) days from the giving of such notice to purchase the same at the said lower price pro rata to the number of shares already held by them or in such proportions as they may agree upon among themselves and such shares as are not purchased by the remaining shareholders may thereupon be sold to any other person at the said price; (2) The number of shareholders of the Company, exclusive of persons who are in the employment of the Company, is hereby limited to fifty (50), two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder; and (3) Any invitation to the public to subscribe for any shares or securities of the Company is hereby prohibited;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the said preference shares shall have attached thereto the following:

(1) The holders of the preference shares shall in each year in the discretion of the directors, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of six per cent (6%) per annum on the amount paid up on the preference shares; if in any year, after providing for the full dividend on the preference shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to dividends on the common shares; the holders of the preference shares shall not be entitled to any dividend other than or

in excess of the non-cumulative dividends at the rate of six per cent (6%) per annum hereinbefore provided for;

(2) The preference shares shall rank, both as regards dividend and repayment of capital, in priority to all other shares of the Company but shall not confer any further right to participate in profits or assets;

(3) The Company may, upon giving notice as hereinafter provided, redeem the whole or any part of the preference shares on payment for each share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Company in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the preference shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Company in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited;

(4) The Company may, at any time and from time to time, purchase for cancellation the whole or any part of the preference shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the amount paid up thereon, together with all dividends declared thereon and unpaid;

(5) In the event of the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the preference shares shall be entitled to receive, before any distribution of any part of the assets of the Company among the holders of

any other shares, the amount paid up thereon and any dividends declared thereon and unpaid and no more;

(6) The holders of the preference shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings unless and until the Company shall fail, for a period of two (2) consecutive years, to pay the dividend on the preference shares, whereupon and whenever the same shall occur, the holders of the preference shares shall, until dividends aggregating six per cent (6%) per annum have been paid on the preference shares for two (2) consecutive years, be entitled to attend all shareholders' meetings and shall have one (1) vote thereat for each preference share then held by them respectively; holders of preference shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Company or the sale of its undertaking or a substantial part thereof; holders of common shares shall be entitled to one (1) vote for each common share held by them at all shareholders' meetings; and

(7) The authorization for an application for the issue of Supplementary Letters Patent to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the preference shares or to create preference shares ranking in priority to or on a parity with the preference shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the preference shares duly called for that purpose.

GIVEN under my hand and Seal of office at the City of Toronto in the

said Province of Ontario this \_\_\_\_\_ first \_\_\_\_\_ day  
of \_\_\_\_\_ June \_\_\_\_\_ in the year of Our Lord one thousand  
nine hundred and fifty-nine.

SEAL

THE SECRETARY FOR THE  
PROVINCE OF ONTARIO

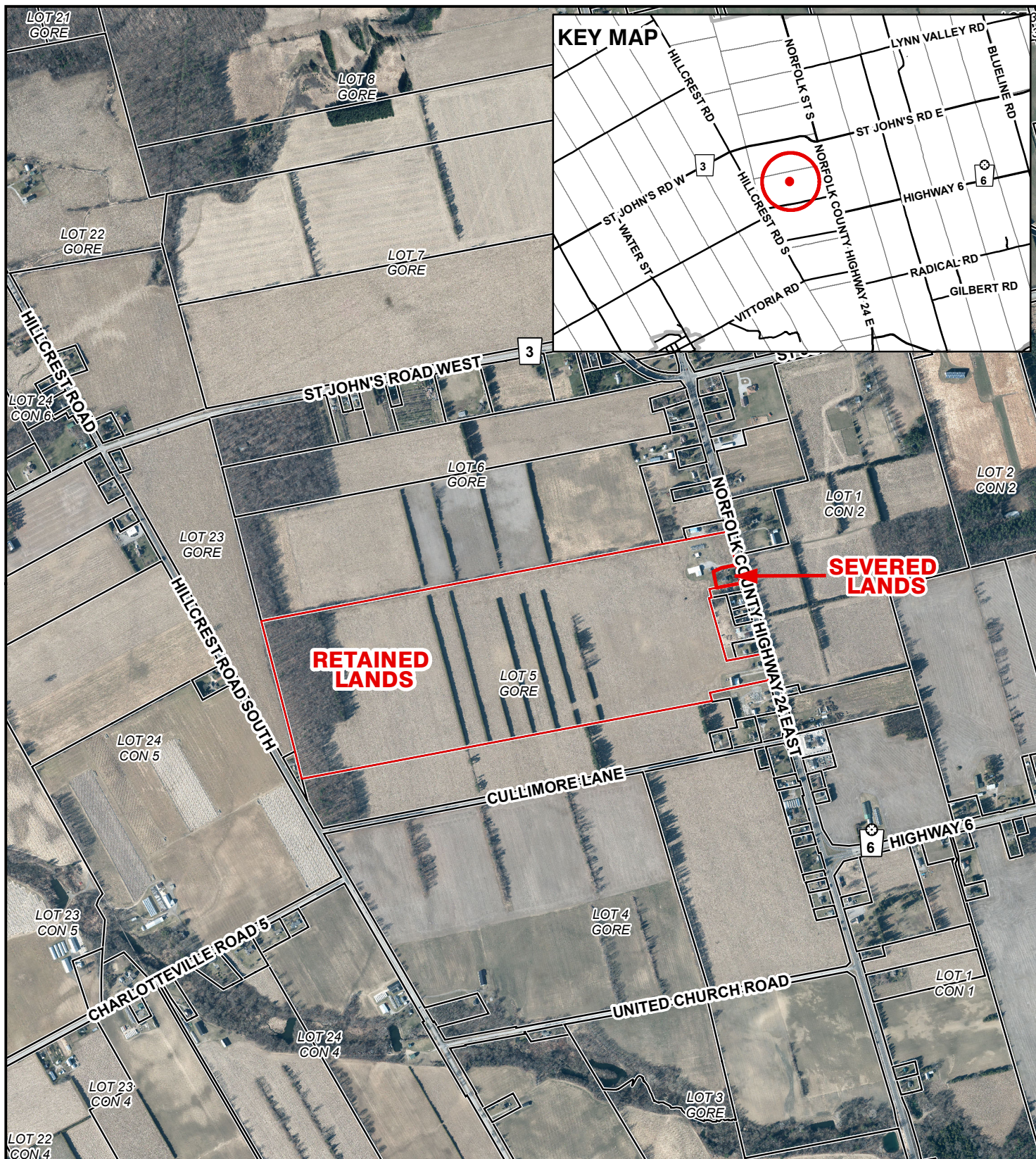
"M. Phillips"

Provincial Secretary



CONTEXT MAP

Geographic Township of WOODHOUSE

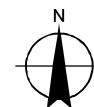


Legend

- Subject Lands
- Lands Owned

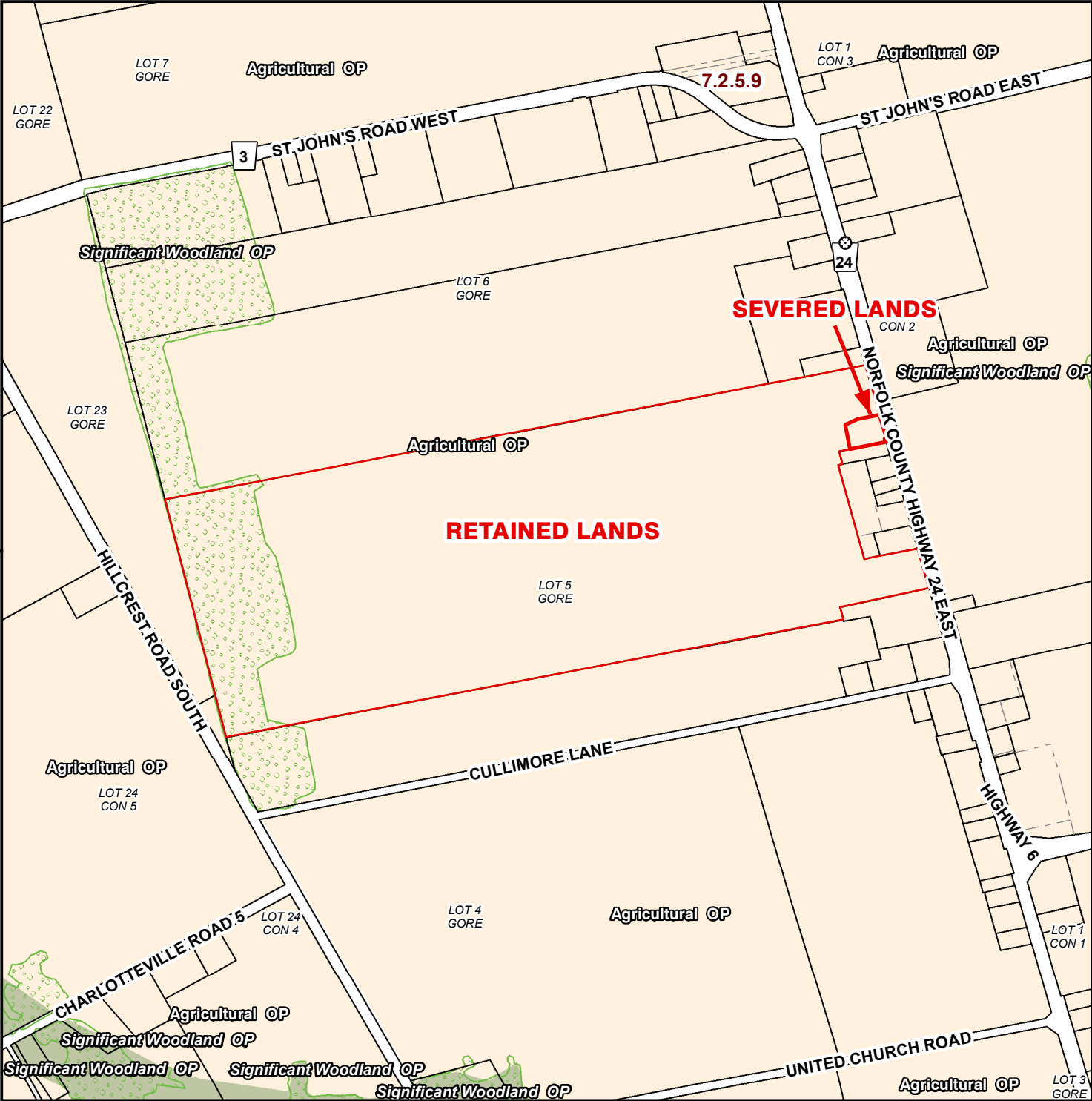
2020 Air Photo

11/21/2024



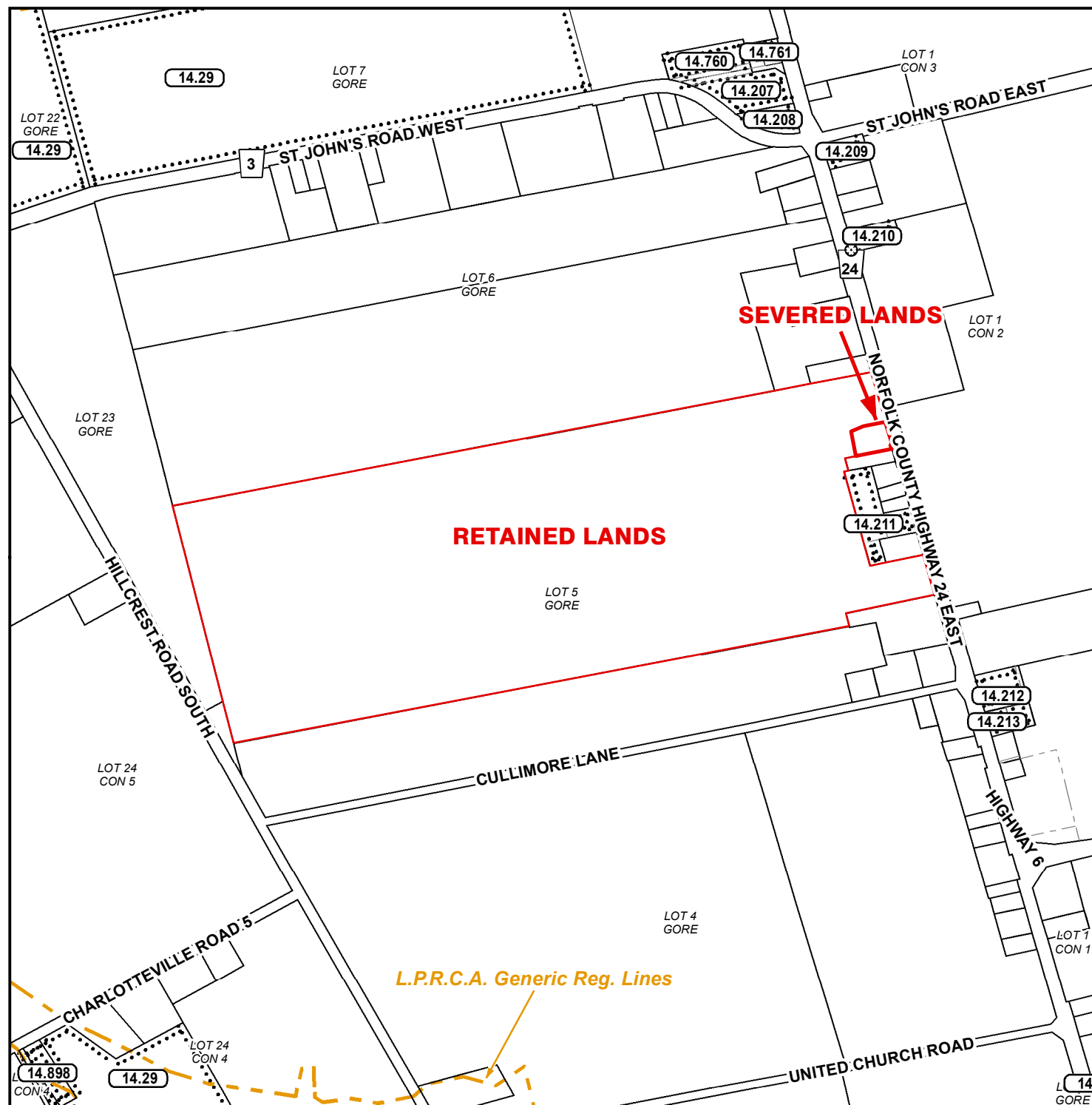
120 60 0 120 240 360 480 Meters





## ZONING BY-LAW MAP

Geographic Township of WOODHOUSE



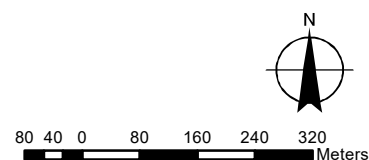
### LEGEND

- Subject Lands
- Lands Owned
- LPRCA Generic RegLines

ZONING BY-LAW 1-Z-2014

11/21/2024

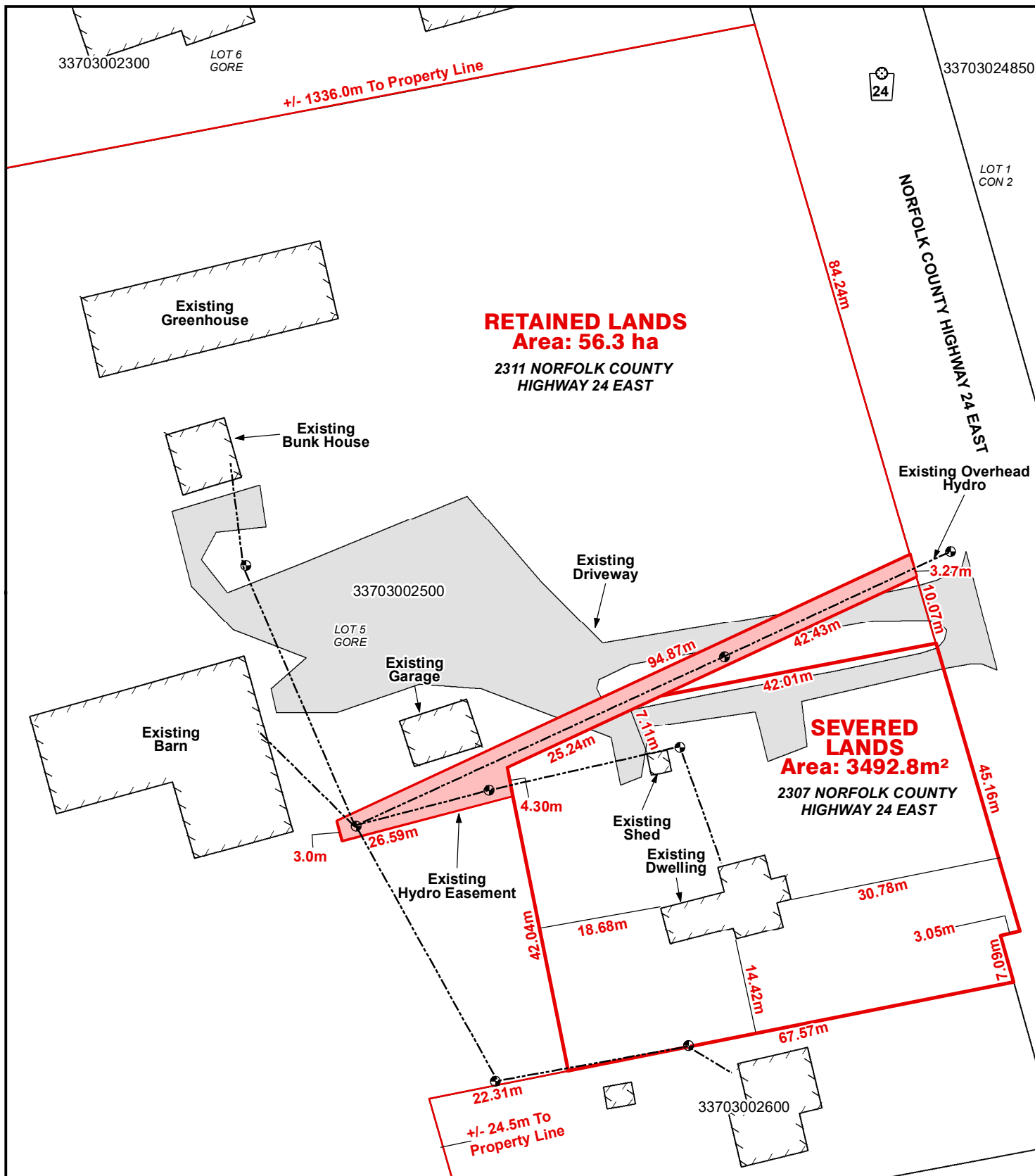
- (H) - Holding
- A - Agricultural Zone
- CS - Service Commercial Zone
- CR - Rural Commercial Zone
- HL - Hazard Land Zone
- OS - Open Space Zone
- IR - Rural Institutional Zone





# CONCEPTUAL PLAN

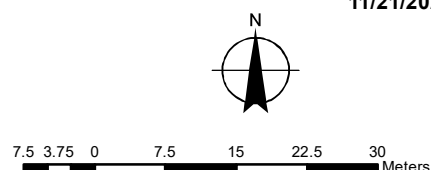
Geographic Township of WOODHOUSE



## Legend

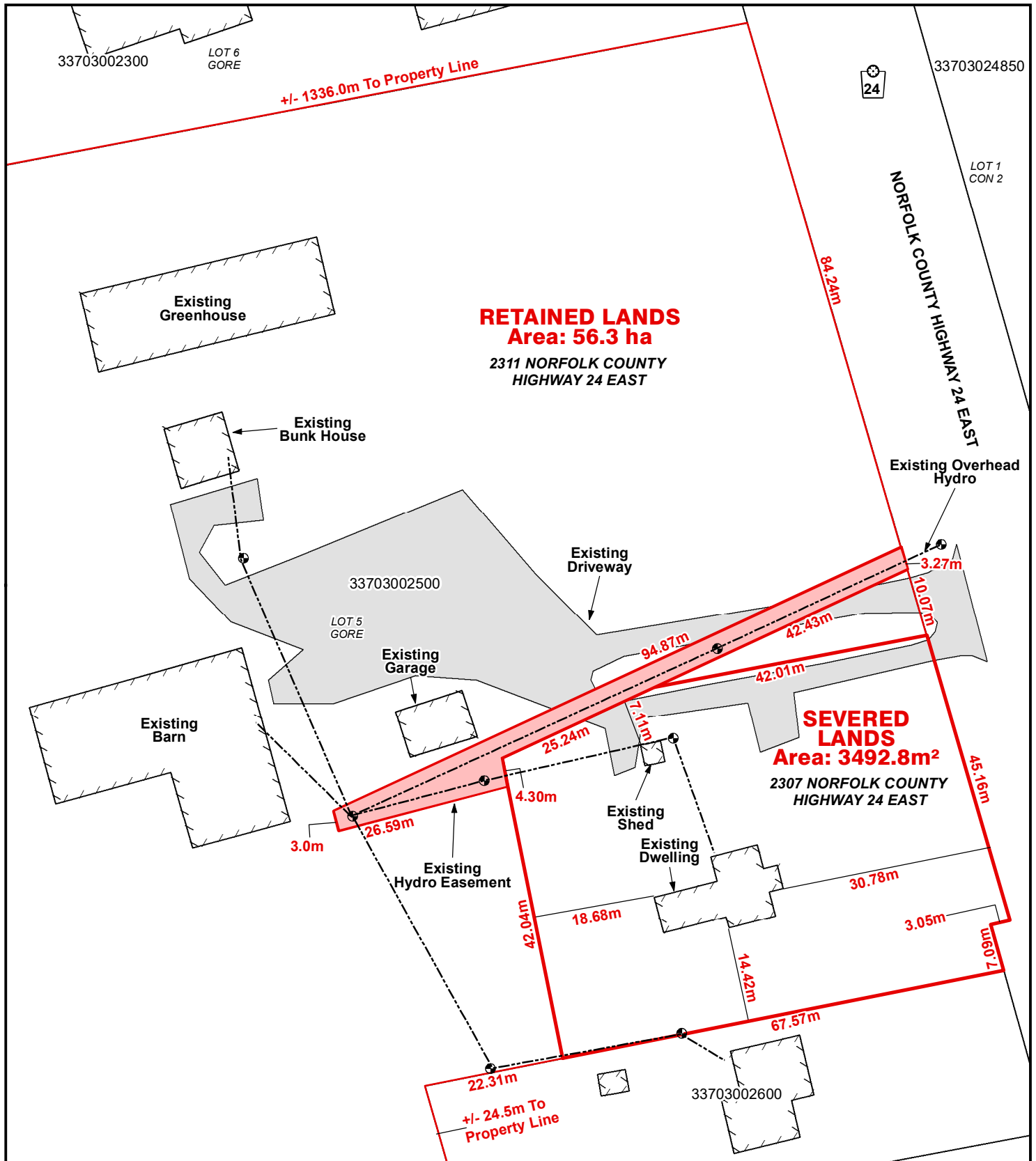
- Subject Lands
- Lands Owned

11/21/2024



## CONCEPTUAL PLAN

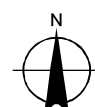
Geographic Township of WOODHOUSE



### Legend

- Subject Lands
- Lands Owned

11/21/2024



7.5 3.75 0 7.5 15 22.5 30 Meters