

Job #: 9465198-37  
Application Type: Third Party Operator  
Establishment: Abbotsford Entertainment & Sports Centre  
Licence #: 303423  
Completed: April 17, 2018

-Start-

# Application Tracking Sheet

Job #(s) 9465198-37

Type: TPO

Date Assigned	Case Manager
Feb 16	Shari

Date Reviewed	Status	Case Manager
Feb 22	Incomplete	Shari
Mar 27	Incomplete (2)	Shari
Apr 17	Approved	Shari

☒ Courtesy Call (Posse notes tab updated)

Time at Incomplete: 2 wks / 4 wks / 6 wks / More

Supervisor approval if longer than 6 weeks: \_\_\_\_\_

Extension – Date(s):  
 1: \_\_\_\_\_ ☐ Incomplete ☐ Inspector Review  
 (Update Posse process & tracking sheet status. Print Email for file & upload to Posse)  
 2: \_\_\_\_\_ ☐ Incomplete ☐ Inspector Review  
 3: \_\_\_\_\_ ☐ Incomplete ☐ Inspector Review

Date Notice of Cancellation/ Suspension sent: \_\_\_\_\_ Date Notice Rescinded: \_\_\_\_\_

## Liquor Primary Licence #303423

Expires on April 30, 2019

Establishment Name: **Abbotsford Entertainment & Sports Centre**  
Licence Name: **Abbotsford Entertainment & Sports Centre**  
Location Address: **33800 King Road**  
**ABBOTSFORD, BC V2S 7M8**  
Issued to: **City of Abbotsford**  
Third Party Operator: **Global Spectrum Facility Management, Limited**

### TERMS AND CONDITIONS

#### HOURS OF SALE

	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday
Open	9:00 AM	9:00 AM	9:00 AM	9:00 AM	9:00 AM	9:00 AM	9:00 AM
Close	1:00 AM	1:00 AM	1:00 AM	1:00 AM	1:00 AM	1:00 AM	1:00 AM

#### CAPACITY

Person01	8916
----------	------

- The terms and conditions to which this licence is subject include the terms and conditions contained in the licensee Terms and Conditions Handbook, which is available on the Liquor Control and Licensing Branch website. The Terms and Conditions Handbook is amended from time to time.
- Liquor may only be sold, served and consumed within the service areas outlined on the official plan, unless otherwise endorsed or approved by the LCLB.
- Subject to terms and conditions specified in the restriction or approval letter(s). A copy of restriction or approval letter (s) to be kept with current liquor licence.
- Hawking permitted in licensed stadium stands during events where the event organiser has agreed that liquor consumption should be permitted. Hawkers must not be minors and must not be paid on a commission basis.
- Liquor service is event driven only. Liquor service hours of sale limited to two hours prior to and during, and two hours after an event unless otherwise authorized by the general manager.
- Unaccompanied minors are permitted in the lounge within Person 01 until 10 PM when the facility is being used for recreational purposes. Minors may stay after 10 PM for a family focused event that is not open to the public.

April 17, 2018



# LEGAL ENTITY SUMMARY

Apr 17, 2018

Active: Y

Private Corporation: Global Spectrum Facility Management, Limited

Address:

Province: BC

City:

Country: Canada

Postal Code:

Telephone: (519)

Fax No: ( )

Name	Birth Date / Incorporation Date	Active	D / O	Interest	Common Voting	Non-Voting	Preferred Voting	Non-Voting	Total Shares
Global Spectrum, L.P.		Y	Limited Partner	s.21					
Global Spectrum, LLC		Y	General Partner	s.21					
Comcast SV Holding Company		Y	Shareholder	s.21					
Comcast Spectacor Ventures, LLC		Y	Shareholder	s.21					
Comcast Spectacor, LLC		Y	Unknown	s.21					
Comcast Holdings Corporation		Y	Shareholder	s.21					
Block, Arthur Randolph	s.22	Y	Director	s.22					
Cavanagh, Michael James	s.22	Y	Director	s.22					
Cohen, David Louis	s.22	Y	Director	s.22					
Comcast Corporation		Y	Shareholder	s.21					
Block, Arthur Randolph	s.22	Y	Director	s.22					
Cavanagh, Michael James	s.22	Y	Director	s.22					
Cohen, David Louis	s.22	Y	Director	s.22					
Roberts, Brian Leon	s.22	Y	Director	s.22					
Roberts, Brian Leon	s.22	Y	Director	s.22					



Name	Birth Date / Incorporation Date	Active	D / O	Interest	Common		Preferred		Total Shares
					Voting	Non-Voting	Voting	Non-Voting	
Comcast Spectacor Holding Company, LLC		Y	Unknown						s.21
Block, Arthur Randolph	s.22	Y	Director						s.22
Cavanagh, Michael James	s.22	Y	Director						s.22
Cohen, David Louis	s.22	Y	Director						s.22
Roberts, Brian Leon	s.22	Y	Director						s.22
Rostick, Gary Edward	s.22	Y	Director						s.22
Weinberg, Philip Ira	s.22	Y	Director						s.22
Rostick, Gary Edward	s.22	Y	Director						s.22
Weinberg, Philip Ira	s.22	Y	Director						s.22
Rostick, Gary Edward	s.22	Y	Director						s.22
Weinberg, Philip Ira	s.22	Y	Director						s.22
Rostick, Gary Edward	s.22	Y	Director						s.22
Weinberg, Philip Ira	s.22	Y	Director						s.22



April 17, 2018

Job #9465198-37

City of Abbotsford  
Via email: elsa\_knouse@comcastspectacor.com

**Re: Step 5 – Change Approved**  
**Application for a Third Party Operator**  
**Liquor Primary Liquor Licence #: 303423**  
**Licensee: City of Abbotsford**  
**Establishment Name: Abbotsford Entertainment & Sports Centre**  
**Establishment Location: 33800 King Road, Abbotsford, BC**

---

Your recent application to add Global Spectrum Facility Management, Limited as a Third Party Operator for the above-noted establishment has been approved.

Although a Third Party Operator has been approved for this establishment, the Licensee, City of Abbotsford, must maintain valid interest in the property. Responsibility for the terms and conditions of the licence, and any enforcement action against the liquor licence, will remain the responsibility of the licensee.

As indicated in the [Terms and Conditions Handbooks](#) applicable to your licence type, the licence and floor plan(s) must be posted in a prominent location and readily available for inspection by police officers and Liquor Inspectors. You are responsible for making sure your employees take Serving It Right and you must keep photocopies of their Serving It Right certificates, ready for inspection by a liquor inspector or police office at all times.

As a reminder, before you make any changes to the establishment you must have approval from the Liquor Control and Licensing Branch. Please refer to the [Liquor Control and Licensing Branch website](#) for details or call 1-866-209-2111.

Sincerely,

Shari Mason  
Case Manager

cc: Global Spectrum Facility Management, Limited - Third Party Operator (via email)  
Abbotsford Police Department (Fax: 604-859-4812)  
CFSEU Attn: Open Source (Fax: 778-290-6101)

---

**Liquor Control and  
Licensing Branch**

Mailing Address:  
PO Box 9292 Stn Prov Govt  
Victoria BC V8W 9J8  
Telephone: 250 952-5787  
Facsimile: 250 952-7066

Location:  
4<sup>th</sup> Floor, 3350 Douglas Street  
Victoria, BC  
<http://www.pssg.gov.bc.ca/lclb>

## **Mason, Shari LCLB:EX**

---

**From:** Mason, Shari LCLB:EX  
**Sent:** Tuesday, April 17, 2018 1:51 PM  
**To:** 'brian\_ohl@comcastspectacor.com'  
**Subject:** FW: Third Party Application - Abbotsford Entertainment & Sports Centre (Job # 9465198-37)  
**Attachments:** Abbotsford Entertainment & Sports Centre - Apr 17 2018.pdf

---

**From:** Mason, Shari LCLB:EX  
**Sent:** Tuesday, April 17, 2018 1:49 PM  
**To:** 'elsa\_knouse@comcastspectacor.com'  
**Cc:** 'Danielle Notarmuzi'; 'brian\_ohl@comcastspctacor.com'; 'AbbotsfordPoliceDepartment@16048594812'  
**Subject:** Third Party Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)

Good afternoon,

The application to add Global Spectrum Facility Management, Limited as a Third Party Operator has now been approved. Please find attached the approval letter.

Thank you,

---

**Shari Mason | Licensing Case Manager**  
**Liquor Control & Licensing Branch**

Please note: due to security concerns, the Branch will not accept electronically transmitted applications containing credit card information.

## **Mason, Shari LCLB:EX**

---

**From:** Mason, Shari LCLB:EX  
**Sent:** Tuesday, April 17, 2018 1:50 PM  
**To:** 'CFSEU@17782906101'  
**Subject:** FW: Third Party Application - Abbotsford Entertainment & Sports Centre (Job # 9465198-37)  
**Attachments:** Abbotsford Entertainment & Sports Centre - Apr 17 2018.pdf

FYI

---

**From:** Mason, Shari LCLB:EX  
**Sent:** Tuesday, April 17, 2018 1:49 PM  
**To:** 'elsa\_knouse@comcastspectacor.com'  
**Cc:** 'Danielle Notarmuzi'; 'brian\_ohl@comcastspectacor.com'; 'AbbotsfordPoliceDepartment@16048594812'  
**Subject:** Third Party Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)

Good afternoon,

The application to add Global Spectrum Facility Management, Limited as a Third Party Operator has now been approved. Please find attached the approval letter.

Thank you,

---

**Shari Mason | Licensing Case Manager**  
**Liquor Control & Licensing Branch**

Please note: due to security concerns, the Branch will not accept electronically transmitted applications containing credit card information.

### THIRD PARTY CHECKLIST

Applicant Contact:	Name: <u>Danielle Notarmuzi</u>	Phone: <u>(732) 727-5030</u>
	Email: <u>dnotarmuzi@skene-lawfirm.com</u>	
Job #	<u>9465198-37</u>	
Licence #	<u>303423</u>	
Establishment	<u>Abbotsford Entertainment &amp; Sports Centre.</u>	

#### LICENSEE INFORMATION

Licensee: City of Abbotsford.

Licensee Mailing Address: 32315 Frasier Way S., Abbotsford, BC V2T 1W7

Licensee Phone: (604) 853-2281      \* Licensee Email: elsa\_knouse@comcastspectator.com

\* Licensee Contact: Elsa Knouse

#### THIRD PARTY INFORMATION

Proposed Third Party: Global Spectrum Facility Management, Limited.

BN 9 #: 87373 3414

Third Party Mailing Address: 450 Talbot St., London, ON N6A 4K3

Third Party Phone: (519) 933-3099      Third Party Email: brian\_ohl@comcastspectator.com

Third Party Contact: Brian Ohl.

#### APPLICATION CHECKLIST

- ☒ Application: All required fields completed & correct signatory for licensee and third party      Page 1 highlighted areas
- ☐ Licensee Representative: form submitted (add to licence) OR update/remove/confirm current LR as active
- ☐ Dual Licence? Is the third party for both licences or only one?
- ☒ Tied House Report: on Third Party (once LE fully built) – bring forward to supervisor if T.H. identified
- ☒ Check licence expiry date: If licence expires in the next couple of months, inform licensee      April 30, 2018
- ☒ Update licensee contact information if required: mailing address, email, phone, contact, etc.
- ☒ Is the third party contact information being added to the establishment(s) / replacing existing establishment contact info?  
Confirm with licensee if not sure
- ☒ Update Establishment contact information if required: mailing address, email, phone, contact, etc.
- ☒ General Housekeeping Completed

NOTES:

# TYPE OF BUSINESS

## Sole Proprietorship:

☐ CPIC ☐ PHIS ☐ STAT DEC (if required) ☐ PERM RES (if required)

## Society:

☐ CPIC & PHIS for all Directors ☐ Current List of Directors

## Partnership:

☐ If one or more partners a corp/society, submit all documents listed under applicant type

## Public Corp:

☐ CPIC & PHIS for all Directors ☐ Current List of Directors

➤ Required to submit all corp docs for applicant company and all holding company as well as shareholder information

## Private Corp:

Global Spectrum Facility Management, Limited.

☒ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## Private Corp:

Global Spectrum, L.P.

☒ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## Private Corp:

Global Spectrum, LLC

☒ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## Private Corp:

Comcast SV Holding Company.

☒ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## Private Corp:

Comcast Spectator Ventures, LLC.

☒ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## SHAREHOLDERS or DIRECTORS/EXECUTIVES OFFICERS

\*Voting shareholders holding less than 10% interest and/or non-voting shareholders must provide their full legal name and date of birth

## Full Name:

Philip Ira Weinberg

☐ CPIC ☒ PHIS ☒ STAT DEC (if required) ☐ PERM RES (if required)

## Full Name:

Gary Edward Rostick

☐ CPIC ☒ PHIS ☒ STAT DEC (if required) ☐ PERM RES (if required)

## Full Name:

Michael James Cavanagh.

☐ CPIC ☒ PHIS ☐ STAT DEC (if required) ☐ PERM RES (if required)

## Full Name:

Brian Leon Roberts

☐ CPIC ☒ PHIS ☒ STAT DEC (if required) ☐ PERM RES (if required)

## Full Name:

Arthur Randolph Block

☐ CPIC ☒ PHIS ☒ STAT DEC (if required) ☐ PERM RES (if required)

David Louis Cohen

"

"

# TYPE OF BUSINESS

## Sole Proprietorship:

☐ CPIC ☐ PHIS ☐ STAT DEC (if required) ☐ PERM RES (if required)

## Society:

☐ CPIC & PHIS for all Directors ☐ Current List of Directors

## Partnership:

☐ If one or more partners a corp/society, submit all documents listed under applicant type

## Public Corp:

☐ CPIC & PHIS for all Directors ☐ Current List of Directors

➤ Required to submit all corp docs for applicant company and all holding company as well as shareholder information

## Private Corp:

*Comcast Spectacor, LLC*  
☒ *LLC Docs* ☒ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## Private Corp:

*Comcast Spectacor Holding Company, LLC*  
☒ *LLC Docs* ☒ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## Private Corp:

*Comcast Holdings Corporation*  
☒ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## Private Corp:

*Comcast Corporation - Publicly Traded*  
☐ Central Securities Register ☒ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## Private Corp:

☐ Central Securities Register ☐ Register of Directors or N.O.A ☐ Special Rights and Restrictions (if required)

## SHAREHOLDERS or DIRECTORS/EXECUTIVES OFFICERS

\*Voting shareholders holding less than 10% interest and/or non-voting shareholders must provide their full legal name and date of birth

### Full Name:

☐ CPIC ☐ PHIS ☐ STAT DEC (if required) ☐ PERM RES (if required)

### Full Name:

☐ CPIC ☐ PHIS ☐ STAT DEC (if required) ☐ PERM RES (if required)

### Full Name:

☐ CPIC ☐ PHIS ☐ STAT DEC (if required) ☐ PERM RES (if required)

### Full Name:

☐ CPIC ☐ PHIS ☐ STAT DEC (if required) ☐ PERM RES (if required)

### Full Name:

☐ CPIC ☐ PHIS ☐ STAT DEC (if required) ☐ PERM RES (if required)



Liquor Control and Licensing Branch  
4th Floor, 3350 Douglas St, Victoria, BC V8W 9J8  
Met PO Box 9292 Stn Provincial Govt, Victoria, BC V8W 9J9  
Phone: 1 866 209-2111 Fax: 250-952-7056

LIQUOR CONTROL & LICENSING  
RECEIVED

MAR 12 2018

VICTORIA, BC

## ADD OR CHANGE A LICENSEE'S THIRD PARTY OPERATOR LICENCE APPLICATION

Liquor Control and Licensing Form LCLB026

**Instructions:** Complete all applicable fields then submit with payment as outlined in this form. If you have any questions about completing this application, call Liquor Control and Licensing Branch (LCLB) toll-free at: 1 866 209-2111.

This application must be completed when a licensee wishes to engage a third party to manage the operation of the licensee's establishment. The third party operator participates in a contractual agreement with the licensee and benefits financially from the arrangement. The third party operator agreement must be in place when a licensee wishes to engage a third party--either a proprietorship, corporate entity or partnership to manage the operation of the licensee's establishment. A third party operator:

- is not an employee of the licensee
- must be approved by the Liquor Control and Licensing Branch
- does not assume accountability for the overall operation of the establishment on behalf of the licensee as the licensee remains responsible for all activities within the licensed establishment
- must not enter into an agreement or allow another person to use the licence
- must be 19 years of age or over
- is subject to the same suitability assessment as the licensee
- is not permitted to make application for a change to the licence or sign applications on behalf of the licensee.

### Part 1: Application Contact Information

The applicant authorizes the person below to be the primary contact for the duration of the application process only.

Name: Danielle Notarmuzi Phone number: (732) 727-5030

Fax number: (732) 727-5028 E-mail address: dnotarmuzi@sknelawfirm.com

### Part 2: Licensee Information

Office use only (CI - LIC)

Job No. 9465198

Licensee Name (as shown on licence(s)): City of Abbotsford

Establishment Name (as shown on licence(s)): Abbotsford Entertainment & Sports Centre

Establishment Address: 33800 King Road Abbotsford BC V2S7M8  
Street City Province Postal Code

Business Mailing Address: 32315 South Frasier Way Abbotsford BC V2T1W7  
(All correspondence will go to this address) Street City Province Postal Code

Business Tel: (604) 853-2281 Business Fax:

Business E-mail: elsa\_knouse@comcastspectacor.com

Contact Name: Elsa Knouse Title/Position: Manager, Licensing & Procurement

Licence #(s) affected: 303423

EOL

JAN 25 2018



**Part 3: Addition of Third Party Operator**

C1 - LIC

Third Party Operator Name: Global Spectrum Facility Management, LTD

Third Party Operator Business Number: 1467288

Business Mailing Address: 450 Talbot Street

Street

London

City

ON

Province

N6A4K3

Postal Code

Business Tel: (519) 933-3099

Business Fax:

Business E-mail: brian\_ohl@comcastspectator.com

Contact Name: Brian Ohl

Title/Position: Director

**\*Note:** Third Party Operators must have a Canada Revenue Agency issued Business Number in place in the legal name of the Third Party Operator. This is the first 9 digits of your 15 digit GST/HST registration number. If you don't have a GST/HST registration number, you can apply for one through the Canada Revenue Agency at <http://www.cra-arc.gc.ca>.

**Part 4: Type of Business**

Choose (X) the type of business used to operate your establishment. Beneath the type of business you indicate are further fields to complete and a list of documents to submit with this application.

☐ Public CorporationCheck box (X) if your shares are publicly traded: ☐

The following documents are required for this type of business and must be submitted with this application:

☐ List of Directors and Officers.

Plus, all directors must submit:

☐ a completed Personal History Summary (LCLB004) form and required documents as noted on form including a copy of your Criminal Record Search completed by your local RCMP/Police Detachment (see LCLB web page Criminal Record Search for more information)☒ Private Corporation

The following documents are required for this type of business and must be submitted with this application:

☐ Central Securities Register,☐ Notice of Articles, and☐ Special Rights and Restrictions within the articles of incorporation that detail the class and types of shares and whether or not each class or type of share has voting privileges (if the information is not already included in the Notice of Articles).

And, if one of the shareholders is a private corporation, a public corporation, a society or a partnership, submit all the documents listed under that business type.

Plus, all shareholders (individuals) holding 10% or greater interest in the applicant corporation must submit all the documents listed:

☐ a completed Personal History Summary (LCLB004) form and required documents as noted on form including a copy of your Criminal Record Search completed by your local RCMP/Police Detachment (see LCLB web page Criminal Record Search for more information)

**Note:** Shareholders (individuals) holding less than 10% interest in the applicant corporation must provide their full legal name and date of birth in the space provided below or on a separate sheet of paper.

--

☐ SocietyThe society's annual membership fee is: \$  The society has  members.

The following documents are required and must be attached to this application:

☐ current list of officers and directors.

Plus, all directors must submit:

☐ a completed Personal History Summary (LCLB004) form and required documents as noted on form including a copy of your Criminal Record Search completed by your local RCMP/Police Detachment (see LCLB web page Criminal Record Search for more information)

☐ Partnership

Please check (X) if you are a ☐ Registered Partnership or a ☐ Non-Registered Partnership

List Partners in the space provided below:

Partner 1: Percentage of Ownership:	<input type="text"/>	Legal Name:	<input type="text"/>
Partner 2: Percentage of Ownership:	<input type="text"/>	Legal Name:	<input type="text"/>
Partner 3: Percentage of Ownership:	<input type="text"/>	Legal Name:	<input type="text"/>
Partner 4: Percentage of Ownership:	<input type="text"/>	Legal Name:	<input type="text"/>

If there are more than four partners, provide same information for other partners on separate sheet and attach. If one or more of the partners are a private corporation, a public corporation or a society, submit all the documents listed under that business type with this application

Plus, each partner (individual) must submit:

- ☐ a completed Personal History Summary (LCLB004) form and required documents as noted on form including a copy of your Criminal Record Search completed by your local RCMP/Police Detachment (see LCLB web page Criminal Record Search for more information)

☐ Sole Proprietorship

The sole proprietor must submit:

- ☐ a completed Personal History Summary (LCLB004) form and required documents as noted on form including a copy of your Criminal Record Search completed by your local RCMP/Police Detachment (see LCLB web page Criminal Record Search for more information)

☐ Other

This includes entities incorporated through Federal or Provincial legislation. Examples: Local Government, First Nations, colleges, universities, etc. Contact the branch to discuss documentation requirements.

**Part 5: Declaration**

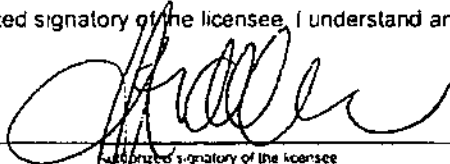
Section 57(1)(c) of the Liquor Control and Licensing Act states: "A person commits an offence if the person (c) provides false or misleading information in the following circumstances: (i) when making an application referred to in section 12; (ii) when making a report or when required and as specified by the general manager under section 59".

Note: An agent, lawyer or third party operator may not sign the declaration on behalf of the licensee.

**Declaration of Licensee:**

As the licensee or authorized signatory of the licensee, I understand and affirm that all of the information provided is true and complete.

Signature: \_\_\_\_\_



Name: \_\_\_\_\_

ENNS, HADI U  
(last / first / middle)

Position: \_\_\_\_\_

Gavin Mankood  
(if not an individual)

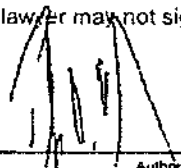
Date: \_\_\_\_\_

19 Jan 2018  
(Day/Month/Year)

**Declaration of Third Party Operator:**

Note: An agent or lawyer may not sign the declaration on behalf of the third party operator

Signature: \_\_\_\_\_



Authorized signatory of the third party operator

Name: \_\_\_\_\_

Weinberg, Phil Ica  
(last / first / middle)

Position: \_\_\_\_\_

President  
(if not an individual)

Date: \_\_\_\_\_

18 Jan. 2018  
(Day/Month/Year)

This form should be signed by an individual with the authority to bind the applicant. The Branch relies on the applicant to ensure that the individual who signs this form is authorized to do so. Typically, an appropriate individual will be as follows:

- If the licensee is an individual or sole proprietor, the individual himself/herself
- If the licensee is a corporation, a duly authorized signatory who will usually be an officer or, in some cases, a director
- If the licensee is a general partnership, one of the partners
- If the licensee is a limited partnership, the general partner of the partnership
- If the licensee is a society, then a director or a senior manager (as defined in the Societies Act)

If an authorized signatory has completed the Add, Change or Remove Licensee Representative form (LCLB101) and they have specifically permitted a licensee representative to sign this form on the licensee's behalf, the branch will accept the licensee representative's signature

## Part 6: Application Fee

Fee: (non-refundable): \$330 per licence X  licences = \$

In accordance with Payment Card Industry Standards, the branch is no longer able to accept credit card information via email.

Payment is by (check ☒ one):

- ☒ Cheque, payable to Minister of Finance (if cheque is returned as non-sufficient funds, a \$30 fee will be charged)
- ☐ Money order, payable to Minister of Finance
- ☐ Credit card: ☐ VISA ☐ MasterCard ☐ AMEX
- ☐ I am submitting my application by email and I will call with my credit card information. I will call Victoria Head Office at 250-952-5787 or 1-866-209-2111 and understand that no action can proceed with my application until the application fee is paid in full.
- ☐ I am submitting my application by fax or mail and have given my credit information in the space provided at the bottom of the page.

**Note:** Your complete application package must contain this application form with responses in all the applicable fields, all the required documentation and the full fee. If your application is submitted incomplete, it will cause a delay in processing your application and, therefore, your ability to sell liquor.

The information requested on this form is collected by the Liquor Control and Licensing Branch under Section 26 (e) of the Freedom of Information and Protection of Privacy Act and will be used for the purpose of liquor licensing and compliance and enforcement matters in accordance with the Liquor Control and Licensing Act. Should you have any questions about the collection, use, or disclosure of personal information, please contact the Freedom of Information Officer at PO Box 9292 STN PROV GOV, Victoria, BC, V8W 9J8 or by phone toll free at 1-866-209-2111

LCLB025

4 of 4

Adding or Changing Third Party Operator

### Credit Card Information (To be submitted by fax or mail only)

Name of cardholder (as it appears on card):

Credit card number:  Expiry date:  /   
(Month) (Year)

Signature: \_\_\_\_\_



# Liquor Control and Licensing Branch

Mailing Address:  
PO Box 9292 Stn Prov Govt  
Victoria BC V8W 9J8

Fourth Floor  
3350 Douglas Street  
Victoria BC

Telephone (250) 952-5787  
Fax: (250) 952-7066  
<http://www.pssg.gov.bc.ca/lclb>

## RECEIPT FOR PAYMENT

Applicant/Licensee Name: City of Abbotsford  
Establishment Name: Abbotsford Entertainment & Sports Centre  
Receipt Address: 32315 South Fraser Way  
Abbotsford, BC V2T1W7

**Payment Receipt  
# 2018-189674**

Date Paid: Thursday, January 25, 2018

Payment Method: Cheque #007558

Receipt Inquiries? Call LCLB Victoria Head Office toll free at 1-866-209-2111

### 1. Job No: 9465198-37

Liquor Primary Change Application Fee (303423)

\$330.00

**TOTAL:**

**\$330.00**

Third Party

## Mason, Shari LCLB:EX

---

**From:** Danielle Notarmuzi <dnotarmuzi@skenelawfirm.com>  
**Sent:** Thursday, April 12, 2018 7:55 AM  
**To:** Mason, Shari LCLB:EX  
**Cc:** Lisa Miller  
**Subject:** RE: Third Party Operator Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)  
**Attachments:** 20180412105242005.pdf

Good Morning Shari,

Attached please find the following items:

- Register of Directors for Comcast Corporation.
- Officer Certification for Global Spectrum, LLC regarding this entity's ownership in Global Spectrum, L.P.

Upon your review of the attached, please let us know if you require anything further.

*Danielle Notarmuzi*  
*Paralegal*  
Skene Law Firm, P.C.  
2614 Route 516, 2<sup>nd</sup> Floor  
Old Bridge, NJ 08857  
p (732)727-5030  
f (732) 727-5028  
www.skenelawfirm.com

**From:** Mason, Shari LCLB:EX [mailto:Shari.Mason@gov.bc.ca]  
**Sent:** Wednesday, March 28, 2018 11:59 AM  
**To:** Lisa Miller <lmliller@skenelawfirm.com>  
**Cc:** Danielle Notarmuzi <dnotarmuzi@skenelawfirm.com>  
**Subject:** RE: Third Party Operator Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)

Hi Lisa,

I have just spoken with our Deputy Manager regarding your email and she requested that you send the Register of Directors document for Comcast Corporation and we will accept the directors/officers as shown on this document.

Thank you,

---

**Shari Mason | Licensing Case Manager**  
**Liquor Control & Licensing Branch**

Please note: due to security concerns, the Branch will not accept electronically transmitted applications containing credit card information.

**From:** Mason, Shari LCLB:EX  
**Sent:** Tuesday, March 27, 2018 2:45 PM  
**To:** 'Lisa Miller'  
**Subject:** RE: Third Party Operator Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)

Hi Lisa,

I will need to take your email forward to the Deputy Manager for discussion as she had wanted all of the officers of the corporate entity for Comcast Corporation. I will contact you once I have a chance to set up a meeting with her.

Thank you,

---

**Shari Mason | Licensing Case Manager**  
**Liquor Control & Licensing Branch**

Please note: due to security concerns, the Branch will not accept electronically transmitted applications containing credit card information.

---

**From:** Lisa Miller [<mailto:lmiller@skenelawfirm.com>]  
**Sent:** Tuesday, March 27, 2018 2:06 PM  
**To:** Mason, Shari LCLB:EX  
**Cc:** Danielle Notarmuzi; Robert Skene  
**Subject:** RE: Third Party Operator Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)

Hi Shari,

I am the attorney working with Danielle on this matter. I was hoping to discuss your most recent request (below) in further detail, as I understand that you are seeking additional documentation for several additional officers of the applicant's ultimate parent company, Comcast. As Danielle has explained, Comcast is a large, public company which operates globally and is traded on the NASDAQ stock exchange. It is subject to the extensive disclosure and filing requirements imposed upon all U.S. public companies by the Securities and Exchange Commission. As such, we have never had to disclose or qualify its officers in connection with alcoholic beverage filings in any other jurisdiction in which it operates. Moreover, as noted above, Comcast is not the applicant entity but a holding company several levels up the ownership chain.

Despite this circumstance, upon your request we have already disclosed all of the *principal* officers of the publicly traded parent company in connection with our client's pending application. The additional officers for whom you are now requesting further documentation do hold executive positions in separate Comcast subsidiaries which are affiliates of the applicant, but their titles in the publicly traded entity itself are more akin to vanity titles. They have no involvement in the business of the applicant. Again, all of the individuals who do, by way of their executive positions in the publicly traded entity, have any control over the business of the applicant have already submitted the requisite information and documentation.

In view of the above, we respectfully request that the additional requested disclosures be waived. Please contact me directly should you wish to discuss any of the above in further detail.

Thank you,

Lisa M. Miller, Esq.

Skene Law Firm, P.C.  
2614 Route 516, 2nd Floor  
Old Bridge, NJ 08857  
P: (732) 727-5030  
F: (732) 727-5028  
[lmiller@skenelawfirm.com](mailto:lmiller@skenelawfirm.com)

**From:** Mason, Shari LCLB:EX [<mailto:Shari.Mason@gov.bc.ca>]  
**Sent:** Tuesday, March 27, 2018 2:47 PM  
**To:** Danielle Notarmuzi <[dnotarmuzi@skenelawfirm.com](mailto:dnotarmuzi@skenelawfirm.com)>  
**Subject:** Third Party Operator Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)

Good morning:

The documents you recently submitted to the Branch to add a Third Party Operator have been reviewed and are incomplete. Please reply to this email and attach the following required information/documentation by: **April 26, 2018**.

Failure to provide the required documentation by the deadline may result in your application being terminated without further notice or refund and the suspension of your liquor licence. Alternatively, contact the Branch by **email** to request an extension by the deadline.

**\*\*\*All required documentation is to be submitted as one package, not in multiple emails. Multiple emails will delay the processing of your application. \*\*\***

**Global Spectrum, L.P. and Global Spectrum, LLC:**

- Provide documentation showing that Global Spectrum, LLC is the General Partner in Global Spectrum, L.P.

s.22

- Obtain and submit your Criminal Record Check (completed within the last 4 months). Your local Police Department or RCMP Detachment can provide direction on obtaining your Criminal Record Check (if living in Canada)
- Completed Personal History Summary Form (LCLB004) and any supporting documentation as noted on the form, if applicable
- Statutory declaration if living outside of Canada

**Important Reminder:**

- Valid interest in the property must remain with the Licensee, City of Abbotsford, to continue to hold the liquor licence;
- Responsibility for the terms and conditions of the licence, and any enforcement action against the liquor licence, will remain the responsibility of the licensee;
- A 'Business Number' issued by the Canada Revenue Agency is required in the 3<sup>rd</sup> Party operator name, Global Spectrum Facility Management, Limited;
- The proposed third party operator shall **NOT** operate the liquor licence prior to the corresponding application being approved by the Liquor Control and Licensing Branch.

This licence expires on April 30, 2018. The renewal fees must be paid in full before the licence expires. An expired licence cannot be transferred. If the licence expires you will not be able to purchase or sell liquor. An expired licence can be renewed within 30 days of expiry, however a \$200.00 late fee will be added to the renewal fee. After 30 days, the

licence cannot be renewed or transferred; if this occurs you will need to apply for a new licence (including both the application and licence fees) to be able to serve liquor at your establishment.

If you have any questions, please call toll-free at 1-866-209-2111 and ask to be directed to the Licensing Help Desk.

Regards,

---

**Shari Mason | Licensing Case Manager**  
**Liquor Control & Licensing Branch**

Please note: due to security concerns, the Branch will not accept electronically transmitted applications containing credit card information.



## **Mason, Shari LCLB:EX**

---

**From:** Lisa Miller <lmiller@skenelawfirm.com>  
**Sent:** Wednesday, March 28, 2018 9:08 AM  
**To:** Mason, Shari LCLB:EX  
**Cc:** Danielle Notarmuzi  
**Subject:** RE: Third Party Operator Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)

Hi Shari,

Thank you for following up on this, I sincerely appreciate it. We will have the Register to you shortly.

Lisa

**Lisa M. Miller, Esq.**  
Skene Law Firm, P.C.  
2614 Route 516, 2nd Floor  
Old Bridge, NJ 08857  
P: (732) 727-5030  
F: (732) 727-5028  
[lmiller@skenelawfirm.com](mailto:lmiller@skenelawfirm.com)

**From:** Mason, Shari LCLB:EX <Shari.Mason@gov.bc.ca>  
**Sent:** Wednesday, March 28, 2018 11:59 AM  
**To:** Lisa Miller <lmiller@skenelawfirm.com>  
**Cc:** Danielle Notarmuzi <dnotarmuzi@skenelawfirm.com>  
**Subject:** RE: Third Party Operator Application - Abbotsford Entertainment & Sports Centre (Job #9465198-37)

Hi Lisa,

I have just spoken with our Deputy Manager regarding your email and she requested that you send the Register of Directors document for Comcast Corporation and we will accept the directors/officers as shown on this document.

Thank you,

---

**Shari Mason | Licensing Case Manager**  
**Liquor Control & Licensing Branch**

Please note: due to security concerns, the Branch will not accept electronically transmitted applications containing credit card information.

**From:** Mason, Shari LCLB:EX  
**Sent:** Tuesday, March 27, 2018 2:45 PM

## Scagliati, Laura LCLB:EX

---

**From:** Danielle Notarmuzi <dnotarmuzi@skenelawfirm.com>  
**Sent:** Monday, March 12, 2018 12:53 PM  
**To:** LCLB Licensing Help Desk LCLB:EX  
**Subject:** RE: Third Party Operator Application - Abbotsford Entertainment & Sports Centre - Job #9465198-37  
**Attachments:** 20180312155102480.pdf

Good Afternoon Sherry,

In response to the email received on 2/22, please see the following attached items:

- Central Securities Register for Global Spectrum, LLC, Comcast Spectacor, LLC, Comcast Spectacor Holding Company, LLC and Comcast Holdings Corporation.
- List of Directors for Global Spectrum, LLC, Comcast SV Holding Company, Comcast Spectacor Ventures, LLC, Comcast Spectacor, LLC, Comcast Spectacor Holding Company, LLC and Comcast Holdings Corporation.
- Amended page one of application to include business email and contact information.
- Amended organizational chart to change "Spectator" to "Spectacor".

Please note that all directors of the above entities have already submitted a personal history summary and statutory declaration.

Upon your review of the attached, please advise if you require anything further to process this application.

Thank you,

*Danielle Notarmuzi*  
*Paralegal*  
Skene Law Firm, P.C.  
2614 Route 516, 2<sup>nd</sup> Floor  
Old Bridge, NJ 08857  
p (732)727-5030  
f (732) 727-5028  
www.skenelawfirm.com

**From:** LCLB Licensing Help Desk LCLB:EX [mailto:LCLBHelpDesk@gov.bc.ca]  
**Sent:** Thursday, February 22, 2018 2:01 PM  
**To:** Danielle Notarmuzi <dnotarmuzi@skenelawfirm.com>  
**Subject:** FW: Third Party Operator Application - Abbotsford Entertainment & Sports Centre - Job #9465198-37

---

**From:** LCLB Licensing Help Desk LCLB:EX  
**Sent:** Thursday, February 22, 2018 10:51 AM  
**To:** 'dnotarmuzi@skenelawfirm.com'  
**Subject:** Third Party Operator Application - Abbotsford Entertainment & Sports Centre - Job #9465198-37

Good morning:

- ☐ Obtain and submit your Criminal Record Check (completed within the last 4 months). Your local Police Department or RCMP Detachment can provide direction on obtaining your Criminal Record Check (if residing in Canada)
- ☐ Statutory Declaration (if residing outside of Canada)
- ☐ Completed Personal History Summary Form (LCLB004) and any supporting documentation as noted on the form, if applicable (completed by all directors)

**Page 1, Part 2: Licensee Information:**

- ☐ Complete 'Business Email', 'Contact Name' and 'Title/Position' boxes highlighted in yellow.

**Legal Entity Company Names:**

- ☐ Please amend the above attached company documents and Legal Entity Structure to reflect the correct company names. The documents show 'spectacor' and the Legal Entity Structure document shows 'Spectator'. Please also amend 'Global Spectrum Facility Management, Ltd.' to say 'Global Spectrum Facility Management, Limited' as shown on the company documents.

**Important Reminder:**

- Valid interest in the property must remain with the Licensee City of Abbotsford to continue to hold the liquor licence;
- Responsibility for the terms and conditions of the licence, and any enforcement action against the liquor licence, will remain the responsibility of the licensee;
- A 'Business Number' issued by the Canada Revenue Agency is required in the 3<sup>rd</sup> Party operator name, Global Spectrum Facility Management, Limited;
- The proposed third party operator shall **NOT** operate the liquor licence prior to the corresponding application being approved by the Liquor Control and Licensing Branch.

This licence expires on April 30, 2018. The renewal fees must be paid in full before the licence expires. An expired licence cannot be transferred. If the licence expires you will not be able to purchase or sell liquor. An expired licence can be renewed within 30 days of expiry, however a \$200.00 late fee will be added to the renewal fee. After 30 days, the licence cannot be renewed or transferred; if this occurs you will need to apply for a new licence (including both the application and licence fees) to be able to serve liquor at your establishment.

If you have any questions, please call toll-free at 1-866-209-2111 and ask to be directed to the Licensing Help Desk.

Regards,

---

Licensing Help Desk | sjm  
Liquor Control & Licensing Branch

Please note: due to security concerns, the Branch will not accept electronically transmitted applications containing credit card information.

## Mason, Shari LCLB:EX

---

**From:** LCLB Licensing Help Desk LCLB:EX  
**Sent:** Thursday, February 22, 2018 11:01 AM  
**To:** 'dnotarmuzi@skenelawfirm.com'  
**Subject:** FW: Third Party Operator Application - Abbotsford Entertainment & Sports Centre - Job #9465198-37  
**Attachments:** Sample Central Securities Register.pdf; Sample - Special Rights & Restrictions.pdf; Sample - Register of Directors.pdf; Page 1, Part 2 of App.pdf; Comcast Spectator Ventures, LLC.pdf; Comcast Spectator, LLC.pdf; Comcast Spectator Holding Company, LLC.pdf; LE Structure.pdf

---

**From:** LCLB Licensing Help Desk LCLB:EX  
**Sent:** Thursday, February 22, 2018 10:51 AM  
**To:** 'dnotarmuuzi@skenelawfirm.com'  
**Subject:** Third Party Operator Application - Abbotsford Entertainment & Sports Centre - Job #9465198-37

Good morning:

Your application to add a Third Party Operator has been reviewed and is incomplete. Please reply to this email and attach the following required information/documentation by: **March 25, 2018**.

Failure to provide the required documentation by the deadline may result in your application being terminated without further notice or refund and the suspension of your liquor licence. Alternatively, contact the Branch by **email** to request an extension by the deadline.

**\*\*\*All required documentation is to be submitted as one package, not in multiple emails. Multiple emails will delay the processing of your application. \*\*\***

**Global Spectrum, LLC, Comcast Spectator, LLC, Comcast Spectator Holding Company, LLC, Comcast Holdings Corporation:**

- ☐ Central Securities Register – which must set out all shares issued by a company, the name and last known address of each shareholder and the number, class and series of any shares owned by that shareholder (sample attached)
- ☐ "Special Rights & Restrictions" – \*only required if the Central Securities Register does not indicate whether shares are voting or non-voting. This is a section within your Articles, used when incorporating, *normally* Section 26 or 27 (sample attached).

**Global Spectrum, LLC, Comcast SV Holding Company, Comcast Spectator Ventures, LLC, Comcast Spectator, LLC, Comcast Spectator Holding Company, LLC, Comcast Holdings Corporation:**

- ☐ List of Directors (sample attached)

**All Directors of Each of the Companies Listed Above:**

Your application to add a Third Party Operator has been reviewed and is incomplete. Please reply to this email and attach the following required information/documentation by: **March 25, 2018**.

Failure to provide the required documentation by the deadline may result in your application being terminated without further notice or refund and the suspension of your liquor licence. Alternatively, contact the Branch by **email** to request an extension by the deadline.

**\*\*\*All required documentation is to be submitted as one package, not in multiple emails. Multiple emails will delay the processing of your application. \*\*\***

**Global Spectrum, LLC, Comcast Spectator, LLC, Comcast Spectator Holding Company, LLC, Comcast Holdings Corporation:**

- ☐ Central Securities Register – which must set out all shares issued by a company, the name and last known address of each shareholder and the number, class and series of any shares owned by that shareholder (sample attached)
- ☐ "Special Rights & Restrictions" – \*only required if the Central Securities Register does not indicate whether shares are voting or non-voting. This is a section within your Articles, used when incorporating, *normally* Section 26 or 27 (sample attached).

**Global Spectrum, LLC, Comcast SV Holding Company, Comcast Spectator Ventures, LLC, Comcast Spectator, LLC, Comcast Spectator Holding Company, LLC, Comcast Holdings Corporation:**

- ☒ List of Directors (sample attached)

**All Directors of Each of the Companies Listed Above:**

- ☒ Obtain and submit your Criminal Record Check (completed within the last 4 months). Your local Police Department or RCMP Detachment can provide direction on obtaining your Criminal Record Check (if residing in Canada)
- ☒ Statutory Declaration (if residing outside of Canada)
- ☒ Completed Personal History Summary Form (LCLB004) and any supporting documentation as noted on the form, if applicable (completed by all directors)

**Page 1, Part 2: Licensee Information:**

- ☒ Complete 'Business Email', 'Contact Name' and 'Title/Position' boxes highlighted in yellow.

**Legal Entity Company Names:**

- ☒ Please amend the above attached company documents and Legal Entity Structure to reflect the correct company names. The documents show 'spectacor' and the Legal Entity Structure document shows 'Spectator'. Please also amend 'Global Spectrum Facility Management, Ltd.' to say 'Global Spectrum Facility Management, Limited' as shown on the company documents.

**Important Reminder:**

- Valid interest in the property must remain with the Licensee City of Abbotsford to continue to hold the liquor licence;

- Responsibility for the terms and conditions of the licence, and any enforcement action against the liquor licence, will remain the responsibility of the licensee;
- A 'Business Number' issued by the Canada Revenue Agency is required in the 3<sup>rd</sup> Party operator name, Global Spectrum Facility Management, Limited;
- The proposed third party operator shall **NOT** operate the liquor licence prior to the corresponding application being approved by the Liquor Control and Licensing Branch.

This licence expires on April 30, 2018. The renewal fees must be paid in full before the licence expires. An expired licence cannot be transferred. If the licence expires you will not be able to purchase or sell liquor. An expired licence can be renewed within 30 days of expiry, however a \$200.00 late fee will be added to the renewal fee. After 30 days, the licence cannot be renewed or transferred; if this occurs you will need to apply for a new licence (including both the application and licence fees) to be able to serve liquor at your establishment.

If you have any questions, please call toll-free at 1-866-209-2111 and ask to be directed to the Licensing Help Desk.

Regards,

---

**Licensing Help Desk I sjm**  
**Liquor Control & Licensing Branch**

Please note: due to security concerns, the Branch will not accept electronically transmitted applications containing credit card information.

# SKENE LAW FIRM, P.C.

A NEW JERSEY PROFESSIONAL CORPORATION  
2614 ROUTE 516, 2ND FLOOR • OLD BRIDGE, NEW JERSEY • 08857  
PHONE: 732-727-5030 • FAX: 732-727-5028  
WWW.SKENELAWFIRM.COM

ROBERT D. SKENE \* +

LISA M. MILLER \* + ^

RICHARD D. NASCA \* +

JOHN F. VASSALLO, JR., OF COUNSEL

ANNE MARIE VASSALLO, OF COUNSEL

\* NEW JERSEY BAR ADMISSION

+ NEW YORK BAR ADMISSION

^ PENNSYLVANIA BAR ADMISSION

January 23, 2018

## **VIA FEDEX DELIVERY**

Liquor Control and Licensing Branch  
3350 Douglas Street, 4<sup>th</sup> Floor  
Victoria, BC V8W 9J8

*Re: Change to Licensee's Third Party Operator  
City of Abbotsford  
Global Spectrum Facility Management, Ltd.  
Abbotsford Entertainment & Sports Centre  
33800 King Road  
Abbotsford, BC V2S 7M8  
License No. 303423*

Dear Madam/Sir:

Please be advised that this firm represents Global Spectrum Facility Management, Ltd., its affiliates and parent companies in their alcoholic beverage regulatory matters. At this time, the City of Abbotsford wishes to add Global Spectrum Facility Management, Ltd. as its third party operator for the above referenced premises. Accordingly, enclosed please find the following:

- Application to Change a Licensee's Third Party Operator.
- Personal History Summary, Declaration and photo id on behalf of Philip Weinberg and Gary Rostick, officers of Global Spectrum Facility Management, Ltd.
- Personal History Summary, Declaration and photo id on behalf of Brian Roberts, Michael Cavanaugh, David Cohen and Arthur Block, officers of Comcast Corporation.
- Organization chart for Global Spectrum Facility Management, Ltd.
- Certificate of Registration, Articles of Amendment, Articles of Incorporation and By-Laws on behalf of Global Spectrum Facility Management Ltd.
- Stock Certificate issued to Global Spectrum, L.P. for stock in Global Spectrum Facility Management, Ltd.
- Certificate of Organization for Global Spectrum, LLC.
- Certificate of Incorporation for Comcast SV Holding Company.
- Certificate of Organization for Comcast Spectator Ventures, LLC.
- Certificate of Organization for Comcast Spectator, LLC.
- Certificate of Formation and Conversion for Comcast Spectator Holding Company, LLC.

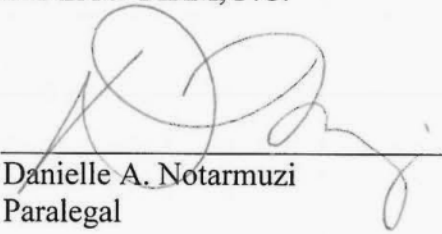
- Articles of Incorporation for Comcast Corporation.
- Check in the amount of \$330.00, made payable to "Ministry of Finance", representing the filing fee.

Upon your review of the foregoing, please accept same for filing. Should you require any additional information or documentation to complete this change please contact me at (732) 727-5030 or [dnotarmuzi@skenelawfirm.com](mailto:dnotarmuzi@skenelawfirm.com).

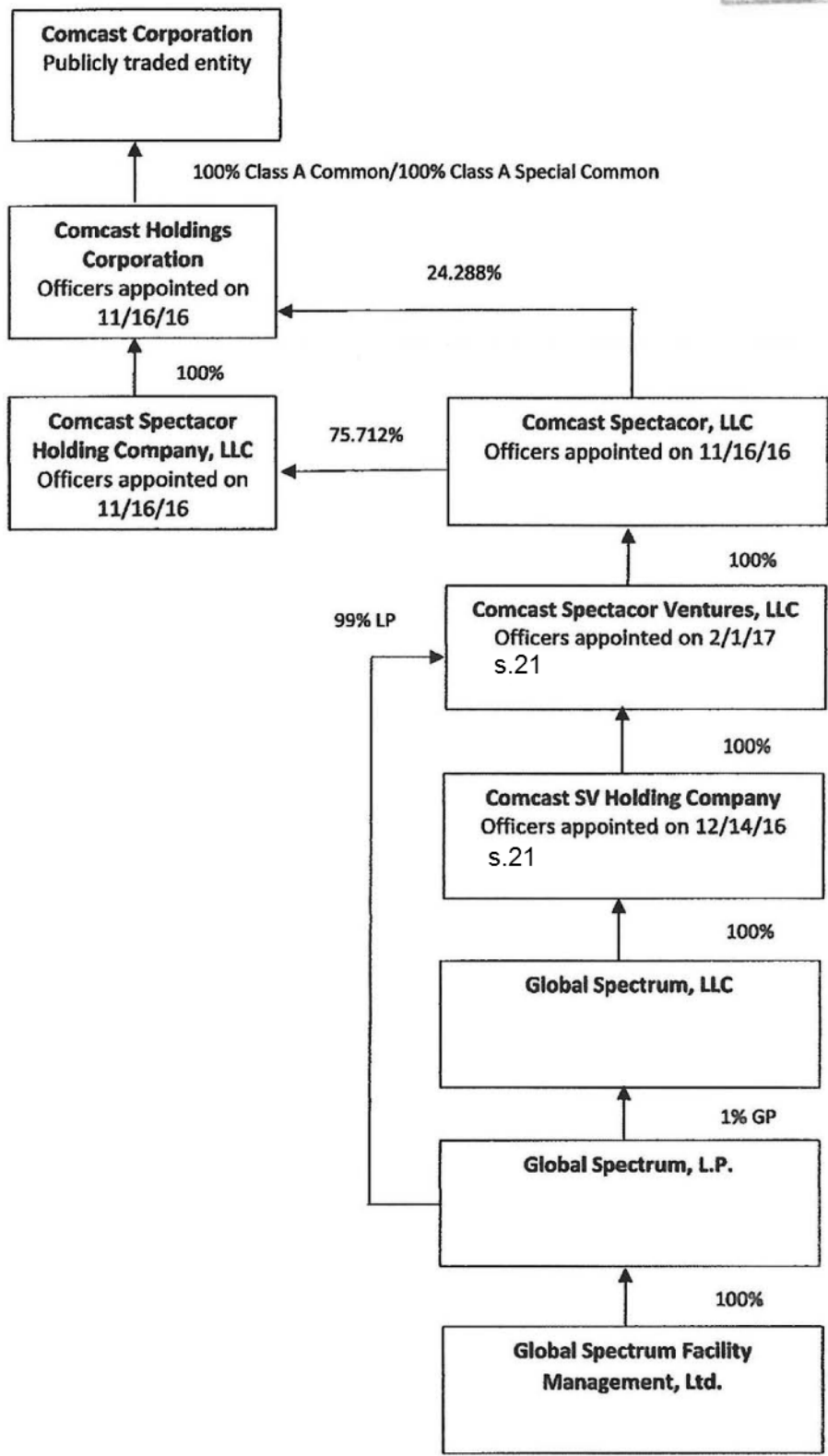
Thank you for your time and consideration in this matter.

Sincerely,

SKENE LAW FIRM, P.C.

By:   
Danielle A. Notarmuzi  
Paralegal





**REGISTER OF DIRECTORS**

**GLOBAL SPECTRUM, LLC**

<b>Full Name</b>	<b>Address</b>	<b>Date Appointed</b>	<b>Date Ceased</b>	<b>Position</b>
Philip Weinberg	136 Fisher Road Jenkintown, PA 19046	2/1/2017	N/A	President & Secretary
Gary E. Rostick	17 Penn Crossing Drive East Norriton, PA19401	2/1/2017	N/A	Vice President & Treasurer



**REGISTER OF DIRECTORS**  
**COMCAST SV HOLDING COMPANY**

Full Name	Address	Date Appointed	Date Ceased	Position
Philip Weinberg	136 Fisher Road Jenkintown, PA 19046	12/14/2016	N/A	Director, President & Secretary
Gary E. Rostick	17 Penn Crossing Drive East Norriton, PA19401	12/14/2016	N/A	Director, Vice President & Treasurer



**REGISTER OF DIRECTORS**

**COMCAST SPECTACOR VENTURES, LLC**

<b>Full Name</b>	<b>Address</b>	<b>Date Appointed</b>	<b>Date Ceased</b>	<b>Position</b>
Philip Weinberg	136 Fisher Road Jenkintown, PA 19046	02/01/2017	N/A	President & Secretary
Gary E. Rostick	17 Penn Crossing Drive East Norriton, PA 19401	02/01/2017	N/A	Vice President & Treasurer



**REGISTER OF DIRECTORS**

**COMCAST SPECTACOR, LLC**

<b>Full Name</b>	<b>Address</b>	<b>Date Appointed</b>	<b>Date Ceased</b>	<b>Position</b>
Philip Weinberg	136 Fisher Road Jenkintown, PA 19046	11/16/2016	N/A	President & Secretary
Gary E. Rostick	17 Penn Crossing Drive East Norriton, PA 19401	11/16/2016	N/A	Vice President & Treasurer



**REGISTER OF DIRECTORS****COMCAST SPECTACOR HOLDING COMPANY, LLC**

<b>Full Name</b>	<b>Address</b>	<b>Date Appointed</b>	<b>Date Ceased</b>	<b>Position</b>
Brian L. Roberts	450 W. Chestnut Hill Drive Philadelphia, PA 19118	11/16/2016	N/A	President
Michael J. Cavanagh	435 W. Moreland Avenue Philadelphia, PA 19118	11/16/2016	N/A	Vice President
David L. Cohen	7309 Huron Lane Philadelphia, PA 19119	11/16/2016	N/A	Vice President & Assistant Secretary
Arthur R. Block	1706 Rittenhouse Square Street, Unit 1901 Philadelphia, PA 19027	11/16/2016	N/A	Vice President & Secretary



**REGISTER OF DIRECTORS**  
**COMCAST HOLDINGS CORPORATION**

<b>Full Name</b>	<b>Address</b>	<b>Date Appointed</b>	<b>Date Ceased</b>	<b>Position</b>
Brian L. Roberts	450 W. Chestnut Hill Drive Philadelphia, PA 19118	11/16/2016	N/A	President
Michael J. Cavanagh	435 W. Moreland Avenue Philadelphia, PA 19118	11/16/2016	N/A	Vice President
David L. Cohen	7309 Huron Lane Philadelphia, PA 19119	11/16/2016	N/A	Vice President & Assistant Secretary
Arthur R. Block	1706 Rittenhouse Square Street, Unit 1901 Philadelphia, PA 19027	11/16/2016	N/A	Director, Vice President & Secretary



**REGISTER OF DIRECTORS****COMCAST CORPORATION**

<b>Full Name</b>	<b>Address</b>	<b>Date Appointed</b>	<b>Date Ceased</b>	<b>Position</b>
Brian L. Roberts	450 W. Chestnut Hill Drive Philadelphia, PA 19118	May 2004	N/A	Chairman/President/CEO
Michael J. Cavanagh	435 W. Moreland Avenue Philadelphia, PA 19118	July 2015	N/A	Sr. Executive VP/CFO
David L. Cohen	7309 Huron Lane Philadelphia, PA 19119	May 2015	N/A	Sr. Executive VP/Chief Diversity Officer
Arthur R. Block	1706 Rittenhouse Square Street, Unit 1901 Philadelphia, PA 19027	May 2015	N/A	Executive VP/General Counsel/Secretary





DUPLICATE



Number: A0070342

**CERTIFICATE  
OF  
REGISTRATION**

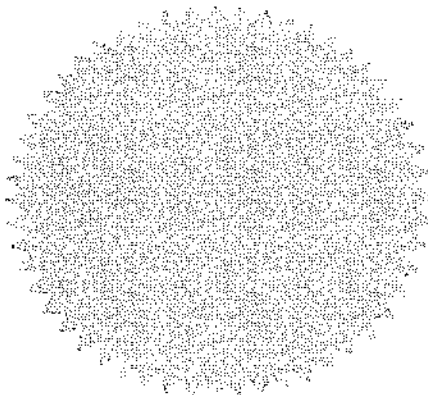
*BUSINESS CORPORATIONS ACT*

I Hereby Certify that GLOBAL SPECTRUM FACILITY MANAGEMENT, LIMITED has been registered as an extraprovincial company under the Business Corporations Act on February 28, 2007 at 09:19 AM Pacific Time.

*Issued under my hand at Victoria, British Columbia  
On February 28, 2007*

A handwritten signature in black ink, appearing to read "Ron Townshend".

**RON TOWNSHEND**  
*Registrar of Companies*  
Province of British Columbia  
Canada





Ministry of Finance  
Corporate and Personal  
Property Registries  
www.fin.gov.bc.ca/registries

Mailing Address:  
PO Box 9451 5th Prov Govt  
Victoria BC V8W 9V3  
Location:  
2nd Floor - 940 Bannard Street  
Victoria BC

REGISTRATION STATEMENT  
FORM 33  
EXTRAPROVINCIAL COMPANY  
Section 378 Business Corporations Act

Telephone: 250 356-8626

**Freedom of Information and Protection of Privacy Act (FIPPA)**  
The personal information requested on this form is made available to the public under the authority of the Business Corporations Act. Questions about how the FIPPA applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9451 5th Prov Govt, Victoria BC V8W 9V3.

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

FILED

FEB 28 2007

REGISTRAR OF COMPANIES

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

**Item A** A foreign entity must apply for a name approval and reservation prior to registering in BC as an extraprovincial company. The name reserved must be the foreign entity's own name in its current jurisdiction. If that name is not available, the foreign entity may reserve and adopt an assumed name for use in BC. A name reservation is not required if the foreign entity is a federal corporation.

**Item B** 1. Enter the identifying number in the foreign entity's current jurisdiction.  
2. Enter the name used by the foreign entity in its current jurisdiction.  
3. Enter the most recent of the following dates, the date the foreign entity was incorporated or organized, the date it was amalgamated, or the date it was continued or transferred.  
4. Enter the jurisdiction in which the foreign entity was incorporated or in the case of a foreign entity that is a limited liability company, the jurisdiction in which it was organized.

If the foreign corporation resulted from an amalgamation or similar process, enter the jurisdiction in which the most recent amalgamation or similar process occurred. Or, if the corporation has since the later of its incorporation or any amalgamation been continued or otherwise transferred, enter the jurisdiction into which the corporation was most recently continued or transferred.

**Note:** If the foreign entity was formed outside of Canada, attach proof of existence (e.g. certificate of status) certified by the foreign entity's home jurisdiction.

**Item C** Enter the delivery and mailing address of the head office of the foreign entity, whether or not the head office is in BC. The delivery address must be for a location that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. The delivery address must not be a post office box.

**Item D** A foreign entity registered as an extraprovincial company must ensure it has one or more attorneys, or under its charter (or similar record), have its head office in BC. If its head office is in BC, the foreign entity may choose to appoint one or more attorneys. Each attorney for an extraprovincial company must be either,

- 1) an individual who is resident in BC, OR,
- 2) a company incorporated in BC.

The delivery address of an attorney who is an individual is the address of the office in BC where the individual can usually be reached between 9 a.m. and 4 p.m. on business days for the delivery of records. Or, if the attorney is a BC company, the delivery address is for the registered office of the company which must be for a location in BC that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records. A delivery address must not be a post office box.

**Filing Fee: \$350.00** Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC Online Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

**NAME RESERVED FOR THE FOREIGN ENTITY**

Complete section 1, 2 OR 3:

1. The name Global Spectrum Facility Management, Limited being the foreign entity's own name has been reserved. The name reservation number is 2008043718.
2. The foreign entity's own name \_\_\_\_\_ is not available and, therefore, the assumed name \_\_\_\_\_ has been reserved. The name reservation number for the assumed name is \_\_\_\_\_.
3. No name has been reserved because the foreign entity is a federal corporation with the name \_\_\_\_\_.

☒ **FOREIGN ENTITY'S CURRENT JURISDICTION** - If the current jurisdiction is other than a Canadian province, territory, or the federal government, attach proof of existence of the foreign entity, certified by its jurisdiction.

1. Corporate number assigned to the foreign entity by its current jurisdiction 001467288
2. Foreign entity's name in the foreign jurisdiction Global Spectrum Facility Management, Limited
3. Foreign entity's date of incorporation, organization or most recent date of amalgamation or continuation 

YYYY/MM/DD
2001/05/16
4. Foreign entity's current jurisdiction of incorporation, organization, amalgamation or continuation  
Ontario

☒ **HEAD OFFICE ADDRESSES**

DELIVERY ADDRESS OF HEAD OFFICE c/o Ponticton Trade and Convention Centre, 273 Power Street, Attention: General Manager, Ponticton	PROVINCE/STATE BC	COUNTRY CANADA	POSTAL CODE/ZIP CODE V2A 7K9
--	----------------------	-------------------	---------------------------------

MAILING ADDRESS OF HEAD OFFICE 450 Talbot Street, London	PROVINCE/STATE ONTARIO	COUNTRY CANADA	POSTAL CODE/ZIP CODE N6A 5J6
---	---------------------------	-------------------	---------------------------------

☒ **NAME OF ATTORNEY(S) (if any)**

Enter the full name and the mailing and delivery address of each attorney.

LAST NAME	FIRST NAME	MIDDLE NAME
-----------	------------	-------------

COMPANY NAME

DELIVERY ADDRESS OF ATTORNEY

PROVINCE	POSTAL CODE
BC	

MAILING ADDRESS OF ATTORNEY

PROVINCE	POSTAL CODE
BC	

LAST NAME	FIRST NAME	MIDDLE NAME
-----------	------------	-------------

COMPANY NAME

DELIVERY ADDRESS OF ATTORNEY

PROVINCE	POSTAL CODE
BC	

MAILING ADDRESS OF ATTORNEY

PROVINCE	POSTAL CODE
BC	

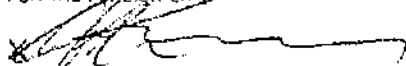
If additional space is needed to enter more than two attorneys, please attach a separate sheet of paper.

☒ **CERTIFIED CORRECT** - I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY  
FOR THE FOREIGN ENTITY

J. PETER SPENCE, DIRECTOR

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY  
FOR THE FOREIGN ENTITY



DATE SIGNED  
YYYY/MM/DD

2007/02/14

# CERTIFICATE

**Ministère des Services  
aux consommateurs  
et aux entreprises**

# CERTIFICAT

Ceci certifie que les présents statuts  
entrent en vigueur le

1467288

**JULY 15 JUILLET, 2002**

  
Director / Directrice

①

C

15

**Form 3  
Business  
Corporations  
Act**

1. The present name of the corporation is: **Dénomination sociale actuelle de la société :**

[illegible]

2. The name of the corporation is changed to (if applicable):
- Nouvelle dénomination sociale de la société (s'il y a lieu) :

[illegible]

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

16 MAY 2001

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

4. The articles of the corporation are amended as follows: Les statuts de la société sont modifiés de la façon suivante :

The name of the corporation be changed to "GLOBAL SPECTRUM FACILITY MANAGEMENT, LIMITED".

## SoftDocs® 41

### Wordprocessor Interface

SplitDota is a registered trade mark of StyleUp Corporation, Toronto, Canada.

**GAR-24**

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

5. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.
6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

12 JUNE 2002

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

GLOBAL LONDON, INC.

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

Document prepared by  
Harrison Peiss LLP  
London, Ontario, Canada

SoftDocs® 4.1  
Wordprocessor Interface

SoftDocs is a registered trade  
mark of Stylis Corporation,  
Toronto, Canada.

csk-74

By/Par:

(Signature)  
(Signature)

Darwin E. Hayward

(Description of Office)  
(Fonction)

Director





 Ministry of  
 Consumer and  
 Ontario Commercial Relations  
**CERTIFICATE**  
 This is to certify that these  
 articles are effective on

Ministère de  
la Consommation  
et du Commerce  
**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

Ontario Corporation Number  
Numéro de la société en Ontario

**1467288**

MAY 16 MAI, 2001

 (1)  
Director / Directrice  
Business Corporations Act / Loi sur les sociétés par actions

Trans Code	Line No	Stat	Comp Type	Method Incorp
A	0	0	A	3
19	20	28	2B	30
Share	Notice Req'd	Jurisdiction		
S	N	ONTARIO		
31	32	33	4	

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

**Form 1  
Business  
Corporations  
Act**

Formule 1  
Loi sur les  
sociétés par  
actions

1. The name of the corporation is: Dénomination sociale de la société :

[illegible]

2. The address of the registered office is: Adresse du siège social :

450 TALBOT STREET

(Street and No. or R.R. No. and, if multi-office building, give Room No.)  
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

LONDON, ONTARIO

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

N	6	A	4	K	3
---	---	---	---	---	---

(Postal Code)  
(Code postal)

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

MINIMUM ONE (1) MAXIMUM TEN (10)

4. The first director(s) is/are: Premier(s) administrateur(s) :

First name, initials and surname  
Prénom, initiales et nom de famille

Address for Service, giving Street and No. (or R.R. No.),  
Municipality and Postal Code  
Domicile élu, y compris la rue et le numéro (ou le numéro de la  
R.R.), le nom de la municipalité et le code postal

Resident  
Canadian  
State  
Yes or No  
Résident  
canadien  
Oui/Non

DARWIN E. HAYWARD

s.22

YES

Documents prepared by  
Harrison Fenna LLP  
London, Ontario, Canada

**SoftDocs® 4.1**  
**Wordprocessing Interface**

SoftDocs is a registered trade mark of StyleUs Corporation, Toronto, Canada.

Form 1  
Business  
Corporations  
Act

Formule 1  
Loi sur les  
sociétés par  
actions

- 7 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:

NONE

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Document prepared by  
Harrison Pensa LLP  
London, Ontario, Canada

SoftDocs® 4.1  
Wordprocessor Interface

SoftDocs is a registered trade  
mark of StyleLine Corporation,  
Toronto, Canada.

OSCA Form 1 1/1998

Form 1  
Business  
Corporations  
Act

Formule 1  
Loi sur les  
sociétés par  
actions

8. The issue, transfer or ownership of shares is / ~~is not~~ restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est / n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The right to transfer shares in the capital of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation without either:

(a) the previous express consent of the directors of the Corporation expressed by resolution passed by the board of directors of the Corporation or by an instrument or instruments in writing signed by all of the directors of the Corporation, or,

(b) the previous express consent of the holders of shares representing more than fifty percent (50%) of the voting rights attaching to all outstanding voting shares of the Corporation, expressed by resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of shares representing more than fifty percent (50%) of such voting rights.

Document prepared by  
Harrison Pense LLP  
London, Ontario, Canada

SoftDocs® 43  
Wordprocessor Interface

SoftDocs is a registered trade  
mark of StyleUs Corporation.  
Toronto, Canada.

ODCA Form 1 1/1099



9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu :

(a) 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; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

Form 1  
Business  
Corporations  
Act  
Formula 1  
Loi sur les  
sociétés par  
actions

Document prepared by  
Harrison Fenwick LLP  
London, Ontario, Canada

SoftDocs® 4.1  
Wordprocessor interface

SoftDocs is a registered trade  
mark of Style Us Corporation,  
Toronto, Canada.  
coca Form 1 1/1899

Form 1  
Business  
Corporations  
Act  
Formule 1  
Loi sur les  
sociétés par  
actions

10. The names and addresses of the incorporators are:

First name, initials and surname or corporate name  
Prénom, initiales et nom de famille ou dénomination sociale

Nom et adresse des fondateurs :

Full address for service, or address of registered office or of principal place of business, giving Street & No. or R.R. No., Municipality and Postal Code

Domicile élu, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité et le code postal

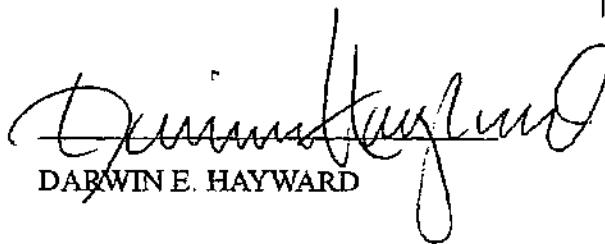
DARWIN E. HAYWARD

s.22

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Signatures of Incorporators  
Signatures des fondateurs



DARWIN E. HAYWARD

Documents prepared by  
Harrison Parus LLP  
London, Ontario, Canada

SoftDocs® 4.1  
Wordprocessor interface

SoftDocs is a registered trade  
mark of StyleUs Corporation,  
Toronto, Canada.

OSCA Form 1 1/1999

## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of **GLOBAL LONDON, INC.**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of **GLOBAL LONDON, INC.** (hereinafter called the "**Corporation**") as follows:

### DEFINITIONS

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

(a) "*Act*" means the *Business Corporations Act*, R.S.O. 1990, c.B.16 as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any reference in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefor;

(b) "*by-laws*" means any by-law of the Corporation from time to time in force and effect;

(c) "*unanimous shareholder agreement*" means a written agreement among all the shareholders of the Corporation or among all such shareholders and one or more persons who are not shareholders, or a written declaration of the beneficial owner of all of the issued shares of the Corporation, that restricts, in whole or in part, the powers of the directors to manage or supervise the management of the business and affairs of the Corporation, as from time to time amended;

(d) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act;

(e) words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders;

(f) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

(g) where any provision in these by-laws conflicts with any provision of a unanimous shareholder agreement, the provision of such unanimous shareholder agreement shall govern.

## REGISTERED OFFICE

2. The Corporation may from time to time (i) by resolution of the directors change the address of the registered office of the Corporation within the municipality or geographic township within Ontario specified in its articles, and (ii) by special resolution change the municipality or geographic township within Ontario in which its registered office is situated.

## SEAL

3. The Corporation may, but need not, have a corporate seal. An instrument or agreement executed on behalf of the Corporation by a director, an officer or an agent of the Corporation is not invalid merely because the corporate seal, if any, is not affixed thereto.

## DIRECTORS

4. *Number and powers.* The number of directors, or the minimum and maximum number of director of the Corporation, is set out in the articles of the Corporation. A majority of the directors shall be resident Canadians. Subject to any unanimous shareholder agreement, the directors shall manage or supervise the management of the business and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the Act, the articles, the by-laws, any special resolution of the Corporation, a unanimous shareholder agreement or by statute expressly directed or required to be done in some other manner.

Notwithstanding any vacancy among the directors, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

Subject to subsections 124(1), (2), (4) and (5) of the Act and to the Corporation's articles, where there is a quorum of directors in office and a vacancy occurs, the directors remaining in office may appoint a qualified person to hold office for the unexpired term of his predecessor.

5. *Duties.* Every director and officer of the Corporation in exercising his powers and discharging his duties shall:

(a) act honestly and in good faith with a view to the best interests of the Corporation; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer of the Corporation shall comply with the Act, the regulations thereunder, the Corporation's articles and by-laws and any unanimous shareholder agreement.

6. *Qualification.* Every director shall be an individual 18 or more years of age and no one who is of unsound mind and has been so found by a court in Canada or elsewhere or who has the status of a bankrupt shall be a director.

7. *Term of office.* A director's term of office (subject to the provisions, if any, of the Corporation's articles, and subject to his election for an expressly stated term) shall be from the date of the meeting at which he is elected or appointed until the close of the annual meeting of shareholders next following his election or appointment or until his successor is elected or appointed.

8. *Vacation of office* The office of a director shall be vacated if:

(a) he dies or, subject to subsection 119(2) of the Act, sends to the Corporation a written resignation and such resignation, if not effective upon receipt by the Corporation, becomes effective in accordance with its terms;

(b) he is removed from office;

(c) he becomes bankrupt; or

(d) he is found by a court in Canada or elsewhere to be of unsound mind.

9. *Election and removal.* Directors shall be elected by the shareholders by ordinary resolution on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Except for those directors elected for an expressly stated term, all the directors then in office shall cease to hold office at the close of the meeting of shareholders at which directors are to be elected but, if qualified, are eligible for re-election. Subject to subsection 122(2) of the Act, the shareholders of the Corporation may by ordinary resolution at an annual or special meeting remove any director before the expiration of his term of office and may, by a majority of the votes cast at the meeting, elect any person in his stead for the remainder of his term.

Whenever at any election of directors of the Corporation the number or the minimum number of directors required by the articles is not elected by reason of the disqualification, incapacity or the death of any candidates, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum pending the holding of a meeting of shareholders in accordance with subsection 124(3) of the Act.

A retiring director shall cease to hold office at the close of the meeting at which his successor is elected unless such meeting was called for the purpose of removing him

from office as a director in which case the director so removed shall vacate office forthwith upon the passing of the resolution for his removal.

10. *Validity of acts.* An act done by a director or by an officer is not invalid by reason only of any defect that is thereafter discovered in his appointment, election or qualification.

## MEETINGS OF DIRECTORS

11. *Place of meeting.* Meetings of directors and of any committee of directors may be held at any place within or outside Ontario and in any financial year a majority of the meetings of the board of directors need not be held at a place within Canada. A meeting of directors may be convened by the Chairman of the Board (if any), the President or any director at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of directors.

12. *Notice.* Notice of the time and place for the holding of any such meeting shall be sent to each director not less than two days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that meetings of the directors or of any committee of directors may be held at any time without formal notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors have waived notice.

Notice of the time and place for the holding of any meeting of directors or any committee of directors may be given by telephone or by delivery by telegraph, cable, telex or other electronic means that produces a written copy.

For the first meeting of directors to be held following the election of directors at an annual or special meeting of the shareholders or for a meeting of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

13. *Waiver of notice.* Notice of a meeting of directors or of any committee of directors or any irregularity in a meeting or in the notice thereof may be waived in any manner by any director and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

14. *Telephone participation.* Where all the directors of the Corporation present at or participating in the meeting consent thereto (either before or after the meeting), a director may participate in a meeting of directors or of any committee of directors by means of

such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in a meeting by such means shall be deemed for the purpose of the Act to be present at that meeting. If the majority of the directors participating in the meeting are then in Canada, the meeting shall be deemed to be held in Canada.

15. *Adjournment.* Any meeting of directors or of any committee of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to any director if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

16. *Quorum and voting.* A majority of the number of directors shall constitute a quorum for the transaction of business. Subject to subsection 124(1) and subsection 126(7) of the Act, no business shall be transacted by the directors except at a meeting of directors at which a quorum is present and which a majority of the directors present are resident Canadians. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairman of the meeting in addition to his original vote shall not have a second or casting vote.

### COMMITTEES OF DIRECTORS

17. *General.* The directors may from time to time appoint from their number a committee of directors, a majority of whom shall be resident Canadians, and may delegate to such committee any of the powers of the directors, except that no such committee shall have the authority to:

(a) submit to the shareholders any question or matter requiring the approval of the shareholders;

(b) fill a vacancy among the directors or in the office of auditor or appoint or remove any of the chief executive officer, however designated, the chief financial officer, however designated, the chairman or the president of the Corporation;

(c) subject to section 184 of the Act, issue securities except in the manner and on the terms authorized by the directors;

(d) declare dividends;

- (e) purchase, redeem or otherwise acquire shares issued by the Corporation;
- (f) pay a commission referred to in section 37 of the Act;
- (g) approve a management information circular referred to in Part VIII of the Act;
- (h) approve a take-over bid circular, directors' circular, or issuer bid circular referred to in Part XIX of the *Securities Act*;
- (i) approve any financial statements referred to in clause 154(1)(b) of the Act and Part XVII of the *Securities Act*; or
- (j) adopt, amend or repeal by-laws.

18. *Audit Committee.* If the Corporation is an "offering corporation" as defined in subsection 1(1) of the Act, the board of directors shall, and otherwise the directors may, elect annually from among their number an audit committee to be composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates, to hold office until the next annual meeting of the shareholders.

Each member of the audit committee shall serve during the pleasure of the board of directors and, in any event, only so long as he shall be a director. The directors may fill vacancies in the audit committee by election from among their number.

The audit committee shall have power to fix its quorum at not less than a majority of its members and to determine its own rules of procedure subject to any regulations imposed by the board of directors from time to time and to the following paragraph.

The auditor of the Corporation is entitled to receive notice of every meeting of the audit committee and, at the expense of the Corporation, to attend and be heard thereat; and, if so requested by a member of the audit committee, shall attend every meeting of the committee held during the term of office of the auditor. The auditor of the Corporation or any member of the audit committee may call a meeting of the committee.

The audit committee shall review the financial statements of the Corporation and shall report thereon to the board of directors of the Corporation prior to approval thereof by the board of directors and shall have such other powers and duties as may from time to time by resolution be assigned to it by the board.

#### **REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

19. The remuneration to be paid to the directors of the Corporation shall be such as the directors shall from time to time by resolution determine and such remuneration shall be in addition to the salary paid to any officer or employee of the Corporation who is also



a director. The directors may also by resolution award special remuneration to any director in undertaking any special services on the Corporation's behalf other than the normal work ordinarily required of a director of a corporation. The confirmation of any such resolution or resolutions by the shareholders shall not be required. The directors may fix the remuneration of the officers and employees of the Corporation. The directors, officers and employees shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation.

#### **SUBMISSION OF CONTRACTS OR TRANSACTIONS TO SHAREHOLDERS FOR APPROVAL**

20. The directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any meeting of the shareholders called for the purpose of considering the same; any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's articles or by-laws) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified and/or confirmed by every shareholder of the Corporation.

#### **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

21. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto, unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Corporation, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the

Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his being a shareholder, director or officer of the Corporation shall not disentitle such director or officer of such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

### INDEMNITIES TO DIRECTORS AND OTHERS

22. Subject to subsections 136(2) and (3) of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate, if

(a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation is hereby authorized to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

### OFFICERS

23. *Appointment of officers.* The directors shall annually or as often as may be required appoint a President and a Secretary and if deemed advisable may annually or as often as may be required appoint a Chairman of the Board, one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. None of such officers need be a director of the Corporation. Any director may be appointed to any office of the Corporation. Two or more of such offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer he may but need not be known as the Secretary-Treasurer. The directors may from time to time appoint such other officers, employees and agents as they shall deem necessary who shall have such authority and perform such functions and duties as may from time to time be prescribed by resolution of the directors.

24. *Removal of officers, etc.* All officers, employees and agents, in the absence of agreement to the contrary, shall be subject to removal by resolution of the directors at any time, with or without cause.

25. *Duties of officers may be delegated.* In case of the absence or inability or refusal to act of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

26. *Chairman of the Board.* The Chairman of the Board (if any), shall when present preside at all meeting of the directors, any committee of the directors and shareholders, shall sign such documents as may require his signature in accordance with the by-laws of the Corporation and shall have such other powers and shall perform such other duties as may from time to time be assigned to him by resolution of the directors or as are incidental to his office.

27. *President.* The President shall be the chief executive officer of the Corporation and shall exercise general supervision over the business and affairs of the Corporation. In the absence of the Chairman of the Board (if any), and if the President is also a director of the Corporation, the President shall, when present, preside at all meetings of the directors, any committee of the directors and shareholders; he shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to him by resolution of the directors or as are incidental to his office.

28. *Vice-President.* The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President, provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of directors or shareholders. The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall sign such contracts, documents or instruments in writing as require his or their signatures and shall also have such other powers and duties as may from time to time be assigned to him or them by resolution of the directors.

29. *Secretary.* The Secretary shall give or cause to be given notices for all meetings of the directors, any committee of the directors and shareholders when directed to do so and shall have charge of the minute books of the corporation and, subject to the provisions of paragraph 45 hereof, of the documents and registers referred to in subsections 140(1) and (2) of the Act. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the directors or as are incidental to his office.

30. *Treasurer/Controller.* Subject to the provisions of any resolution of the directors, the Treasurer or the Controller shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in

such bank or banks or with such other depository or depositaries as the directors may by resolution direct. He shall prepare and maintain adequate accounting records. He shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the directors or as are incidental to his office. He may be required to give such bond for the faithful performance of his duties as the directors in their uncontrolled discretion may require and no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. If the Corporation should appoint both a Treasurer and a Controller their respective duties shall be allocated between them in such manner as the directors may determine, provided that in such circumstances the Controller shall report to the Treasurer.

31. *Assistant Secretary and Assistant Treasurer.* The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall perform all the duties of the Secretary and Treasurer, respectively, in the absence or inability to act of the Secretary or Treasurer, as the case may be. The Assistant Secretary or Assistant Secretaries, if more than one, and the Assistant Treasurer or Assistant Treasurers, if more than one, shall sign such contracts, documents or instruments in writing as require his or their signatures respectively and shall have such other powers and duties as may from time to time be assigned to them by resolution of the directors.

32. *Managing Director.* The directors may from time to time appoint from their number a Managing Director who is a resident Canadian and may delegate to the Managing Director any of the powers of the directors subject to the limits on authority provided by subsection 127(3) of the Act. A Managing Director shall conform to all lawful orders given to him by the directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by a Managing Director shall be subject to discharge by the directors.

33. *Vacancies.* If the office of Chairman of the Board, President, Vice-President, Secretary, Assistant Secretary, Treasurer, Controller, Assistant Treasurer, or any other office created by the directors pursuant to paragraph 23 hereof shall be or become vacant by reason of death, resignation or in any other manner whatsoever, the directors shall in the case of the President or the Secretary and may in the case of the other officers appoint an officer to fill such vacancy.

## SHAREHOLDERS' MEETINGS

34. *Annual or special meetings.* Subject to subsection 104(1) of the Act, the directors of the Corporation,

(a) shall call an annual meeting of shareholders not later than 15 months after holding the last preceding annual meeting; and

(b) may at any time call a special meeting of shareholders.

35. *Place of meetings.* Subject to the articles and any unanimous shareholder agreement, a meeting of the shareholders of the Corporation may be held at such place in or outside Ontario as the directors may determine or, in the absence of such a determination, at the place where the registered office of the Corporation is located.

36. *Notice.* A notice stating the day, hour and place of meeting and, if special business is to be transacted thereat, stating (or accompanied by a statement of) (i) the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgment thereon, and (ii) the text of any special resolution or by-law to be submitted to the meeting, shall be served by sending such notice to each person who is entitled to notice of such meeting who on the record date for notice appears on the records of the Corporation or its transfer agent as a shareholder entitled to vote at the meeting and to each director of the Corporation and to the auditor of the Corporation by prepaid mail not less than 21 days and not more than 50 days (exclusive of the day of mailing and of the day for which notice is given) before the date (if the Corporation is an offering corporation as such term is defined in the Act) or not less than 10 days before the date (if the Corporation is not an offering corporation) of every meeting addressed to the latest address of each such person as shown in the records of the Corporation or its transfer agent, or if no address is shown therein, then to the last address of each such person known to the Secretary; provided that a meeting of shareholders may be held for any purpose at any date and time and at any place without notice if all the shareholders and other persons entitled to notice of such meeting are present in person or represented by proxy at the meeting (except where the shareholder or such other person attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called) or if all the shareholders and other persons entitled to notice of such meeting and not present in person nor represented by proxy thereat waive notice of the meeting. Notice of any meeting of shareholders or the time for the giving of any such notice or any irregularity in any such meeting or in the notice thereof may be waived in any manner by any shareholder, the duly appointed proxy of any shareholder, any director or the auditor of the Corporation and any other person entitled to attend a meeting of shareholders, and any such waiver may be validly given either before or after the meeting to which such waiver relates.

The auditor of the Corporation is entitled to attend any meeting of shareholders of the Corporation and to receive all notices and other communications relating to any such meeting that a shareholder is entitled to receive.

37. *Omission of notice.* The accidental omission to give notice of any meeting to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any meeting of shareholders.

38. *Record dates for notice of meetings.* Subject to subsection 95(4) of the Act, the directors may fix in advance a date as the record date for the determination of shareholders entitled to receive notice of a meeting of shareholders, but such record date shall not precede by more than 50 days or by less than 21 days the date on which the meeting is to be held.

If no record date is fixed, the record date for the determination of the shareholders entitled to receive notice of a meeting of the shareholders shall be

(i) at the close of business on the day immediately preceding the day on which notice is given; or

(ii) if no notice is given, the day on which the meeting is held.

39. *Votes.* Every question submitted to any meeting of shareholders shall be decided in the first instance on a show of hands and in case of an equality of votes the chairman of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which he may be entitled as a shareholder or proxy nominee.

At any meeting, unless a poll is demanded by a shareholder or proxy holder entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

In the absence of the Chairman of the Board (if any), the President and any Vice-President who is a director, the shareholders present entitled to vote shall choose another director as chairman of the meeting and if no director is present or if all the directors decline to take the chair then the shareholders present shall choose one of their number to be chairman.

If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment or termination, the poll shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of directors, the poll shall be taken by ballot in such manner and either at once or later in the meeting or after adjournment as the chairman of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be made either before or after any vote by a show of hands and may be withdrawn.

Where two or more persons hold the same share or shares jointly, any one of such persons present at a meeting of shareholders has the right, in the absence of the other or others, to vote in respect of such share or shares, but if more than one of such persons are

present or represented by proxy and vote, they shall vote together as one on the share or shares jointly held by them.

For the purposes of subsections 100(2) and (3) of the Act, a transferee of the ownership of shares from a person named in a list of shareholders entitled to receive notice of a meeting which is prepared pursuant to subsection 100(1) of the Act may demand up to the time of the commencement of the meeting of shareholders to which the list relates that his name be included in such list of shareholders.

40. *Proxies.* Votes at meetings of the shareholders may be given either personally or by proxy. At every meeting at which he is entitled to vote, every shareholder present in person and every proxy holder shall have one vote on a show of hands. Upon a poll at which he is entitled to vote every shareholder present in person or by proxy shall (subject to the provisions, if any, of the Corporation's articles) have one vote for every share registered in his name.

Every shareholder, including a shareholder that is a body corporate, entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxy holder or proxy holders or one or more alternate proxy holders, who need not be shareholders, as his nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

A proxy shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized. If the Corporation is an "offering corporation" as defined in subsection 1(1) of the Act, any such proxy appointing a proxy holder to attend and act at a meetings of shareholders ceases to be valid one year from its date.

An instrument appointing a proxy holder may be in the following form or in any other form which complies with the regulations made under the Act:

"The undersigned shareholder of \* hereby appoints \* of \*, whom failing, \*, of \* as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the shareholders of the said Corporation to be held on the \* day of \*, (Year) and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

Dated the            day of , (Year\*)

\_\_\_\_\_ \*

This form of proxy must be signed by a shareholder or his attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized."

The directors may from time to time pass regulations regarding the lodging of instruments appointing a proxy holder at some place or places other than the place at which a meeting or adjourned meeting of shareholders is to be held and for particulars of such instruments to be telescoped, sent in writing or otherwise communicated by electronic means that produces a written copy before the meeting or adjourned meeting to the Corporation or any agent of the Corporation appointed for the purpose of receiving such particulars and providing that instruments appointing a proxy holder so lodged may be voted upon as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairman of the meeting of shareholders may, subject to any regulations made as aforesaid, in his discretion accept telecopied or written communication, or electronic communication that produces a written copy, as to the authority of anyone claiming to vote on behalf of and to represent a shareholder notwithstanding that no instrument of proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telecopied, written or electronic communication accepted by the chairman of the meeting shall be valid and shall be counted.

41. *Adjournment.* The chairman of the meeting may with the consent of the meeting adjourn any meeting of shareholders from time to time to a fixed time and place and if the meeting is adjourned for less than 30 days no notice of the time and place for the holding of the adjourned meeting need be given to any shareholder, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting but, unless the meeting is adjourned by one or more adjournments for an aggregate of more than 90 days, section 111 of the Act does not apply. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form a quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

42. *Quorum.* Two persons present and each holding or representing by proxy at least one issued share of the Corporation shall be a quorum of any meeting of shareholders for the choice of a chairman of the meeting and for the adjournment of the meeting to a fixed time and place but may not transact any other business; for all other purposes a quorum for any meeting shall be persons present not being less than two in number and holding or representing by proxy not less than a majority of the total number of the issued shares of the Corporation for the time being enjoying voting rights at such meeting. If a quorum is present at the opening of a meeting of shareholders, the shareholders present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.



Notwithstanding the foregoing, if the Corporation has only one shareholder, or only one shareholder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting and a quorum of such meeting.

## SHARES AND TRANSFERS

43. *Issuance.* Subject to the articles of the Corporation and any unanimous shareholder agreement, shares in the Corporation may be issued at such time and issued to such persons and for such consideration as the directors may determine.

44. *Security certificates.* Security certificates (and the form of transfer power on the reverse side thereof) shall (subject to compliance with section 56 of the Act) be in such form as the directors may from time to time by resolution approve and, subject to subsection 55(3) of the Act, such certificates shall be signed manually by at least one director or officer of the Corporation or by or on behalf of a registrar, transfer agent, branch transfer agent or issuing or other authenticating agent of the Corporation, or by a trustee who certifies it in accordance with a trust indenture, and any additional signatures required on a security certificate may be printed or otherwise mechanically reproduced thereon. Notwithstanding any change in the persons holding an office between the time of actual signing and the issuance of any certificate and notwithstanding that a person signing may not have held office at the date of issuance of such certificate, any such certificate so signed shall be valid and binding upon the Corporation.

45. *Transfer agents.* For each class of securities and warrants issued by the Corporation, the directors may from time to time by resolution appoint or remove,

(a) a trustee, transfer agent or other agent to keep the securities register and the register of transfer and one or more persons or agents to keep branch registers; and

(b) a registrar, trustee or agent to maintain a record of issued security certificates and warrants, and, subject to section 48 of the Act, one person may be appointed for the purposes of both clauses, (a) and (b) in respect of all securities and warrants of the Corporation or any class or classes thereof.

46. *Surrender of security certificates.* Subject to the Act, no transfer of a security issued by the Corporation shall be recorded or registered unless and until (i) the security certificate representing the security to be transferred has been surrendered and cancelled or (ii), if no security certificate has been issued by the Corporation in respect of such share, a duly executed transfer power in respect thereof has been presented for registration.

47. *Defaced, destroyed, stolen or lost security certificates.* In case of the defacement, destruction, theft or loss of a security certificate, the fact of such defacement, destruction, theft or loss shall be reported by the owner to the Corporation or to an agent of the Corporation (if any) acting on behalf of the Corporation, with a statement verified by

oath or statutory declaration as to the defacement, destruction, theft or loss and the circumstances concerning the same and with a request for the issuance of a new security certificate to replace the one so defaced, destroyed, stolen or lost. Upon the giving to the Corporation (or, if there be an agent, hereinafter in this paragraph referred to as the "Corporation's agent", then to the Corporation and the Corporation's agent) of a bond of indemnity in such form as is approved by the directors or by the Chairman of the Board (if any), the President, a Vice-President, the Secretary or the Treasurer of the Corporation, indemnifying the Corporation (and the Corporation's agent if any) against all loss, damage and expense, which the Corporation and/or the Corporation's agent may suffer or be liable for by reason of the issuance of a new security certificate to such shareholder, and provided the Corporation or the Corporation's agent does not have notice that the security has been acquired by a bona fide purchaser, a new security certificate may be issued in replacement of the one defaced, destroyed, stolen or lost, if such issuance is ordered and authorized by any one of the Chairman of the Board (if any), the President, a Vice-President, the Secretary or the Treasurer of the Corporation or by resolution of the directors.

### **DIVIDENDS**

48. The directors may from time to time by resolution declare and the Corporation may pay dividends on its issued shares, subject to the provisions (if any) of the Corporation's articles.

The directors shall not declare and the Corporation shall not pay a dividend if there are reasonable grounds for believing that:

(a) the Corporation is, or, after the payment, would be unable to pay its liabilities as they become due; or

(b) the realizable value of the Corporation's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes.

The directors may declare and the Corporation may pay a dividend by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation and, subject to section 38 of the Act, the Corporation may pay a dividend in money or property.

49. In case several persons are registered as the joint holders of any securities of the Corporation, any one of such persons may give effectual receipts for all dividends and payments on account of dividends, principal, interest and/or redemption payments on redemption of securities (if any) subject to redemption in respect of such securities.

### **RECORD DATES**

50. Subject to subsection 95(4) of the Act, the directors may fix in advance a date as the record date for the determination of shareholders (i) entitled to receive payment of a

dividend, (ii) entitled to participate in a liquidation or distribution, or (iii) for any other purpose except the right to receive notice of or to vote at a meeting of shareholders, but such record date shall not precede by more than 50 days the particular action to be taken.

If no record date is fixed, the record date for the determination of shareholders for any purpose, other than to establish a record date for the determination of shareholders entitled to receive notice of a meeting of shareholders or to vote, shall be the close of business on the day on which the directors pass the resolution relating thereto.

### **VOTING SECURITIES IN OTHER ISSUERS**

51. All securities of any other body corporate or issuer of securities carrying voting rights held from time to time by the Corporation may be voted at all meetings of shareholders, bondholders, debenture holders or holders of such securities, as the case may be, of such other body corporate or issuer and in such manner and by such person or persons as the directors of the Corporation shall from time to time determine and authorize by resolution. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the directors.

### **NOTICES, ETC.**

52. *Service.* Any notice or other document required to be given or sent by the Corporation to any shareholder or director of the Corporation shall be delivered personally or sent by prepaid mail or by telecopy or other electronic means that produces a written copy addressed to:

(a) the shareholder at his latest address as shown on the records of the Corporation or its transfer agent; and

(b) the director at his latest address as shown in the records of the Corporation or in the last notice filed under the Corporations Information Act, whichever is the more current.

With respect to every notice or other document sent by prepaid mail it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a post office or into a post office letter box and shall be deemed to be received by the addressee on the fifth day after mailing.

53. If the Corporation sends a notice or document to a shareholder and the notice or document is returned on three consecutive occasions because the shareholder cannot be found, the Corporation is not required to send any further notices or documents to the shareholder until he informs the Corporation in writing of his new address.

54. *Shares registered in more than one name.* All notices or other documents shall, with respect to any shares in the capital of the Corporation registered in more than one name, be given to whichever of such persons is named first in the records of the Corporation and any notice or other document so given shall be sufficient notice or delivery of such document to all the holders of such shares.

55. *Persons becoming entitled by operation of law.* Every person who by operation of law, transfer or by any other means whatsoever shall become entitled to any shares in the capital of the Corporation shall be bound by every notice or other document in respect of such shares which prior to his name and address being entered on the records of the Corporation shall have been duly given to the person or persons from whom he derives his title to such shares.

56. *Deceased shareholder.* Any notice or other document delivered or sent by post or left at the address of any shareholder as the same appears in the records of the Corporation shall, notwithstanding that such shareholder be then deceased and whether or not the Corporation has notice of his death, be deemed to have been duly served in respect of the shares held by such shareholder (whether held solely or with other persons) until some other person be entered in his stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or other document on his heirs, executors or administrators and all persons (if any) interested with him in such shares.

57. *Signatures to notices.* The signature of any director or officer of the Corporation to any notice may be written, printed or otherwise mechanically reproduced.

58. *Computation of time.* Where a given number of days' notice or notice extending over any period is required to be given under any provisions of the articles or by-laws of the Corporation, the day of service, posting or other communication of the notice shall not be counted in such number of days or other period, and such number of days or other period shall commence on the day following the day of service, posting or other communication of the notice and shall terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday the period shall terminate at midnight of the day next following that is not a Sunday or holiday.

59. *Proof of service.* A certificate of any officer of the Corporation in office at the time of the making of the certificate or of an agent of the Corporation as to facts in relation to the mailing or delivery or service of any notice or other documents to any shareholder, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation, as the case may be.

### **CHEQUES, DRAFTS, NOTES, ETC.**

60. All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Corporation, and in such manner as the directors may from time to time designate by resolution.

### **CUSTODY OF SECURITIES**

61. All securities (including warrants) owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the directors, with such other depositaries or in such other manner as may be determined from time to time by the directors.

All securities (including warrants) belonging to the Corporation may be issued and held in the name of a nominee or nominee of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

### **EXECUTION OF CONTRACTS, ETC.**

62. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any one (1) of the directors and officers of the Corporation and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings.

In particular, without limiting the generality of the foregoing, any one (1) of the directors and officers of the Corporation are authorized to sell, assign, transfer, exchange, convert or convey all securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary

for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such securities.

The signature or signatures of any such officer or director of the Corporation and/or of any other officer or officers, person or persons appointed as aforesaid by resolution of the directors may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or securities of the Corporation on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced, by authorization by resolution of the directors, shall be deemed to have been manually signed by such officers, directors or person whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or securities of the Corporation.

#### ENFORCEMENT OF LIEN FOR INDEBTEDNESS

63. Unless the Corporation has shares listed on a stock exchange recognized by the Ontario Securities Commission, the Corporation has a lien on shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation. The directors of the Corporation may authorize the Corporation to apply any dividends or other distributions paid or payable on or in respect of the share or shares in respect of which the Corporation has such a lien in repayment of the debt of that shareholder to the Corporation.

#### FINANCIAL YEAR

64. The financial year of the Corporation shall terminate on such day in each year as the board of directors may from time to time by resolution determine.

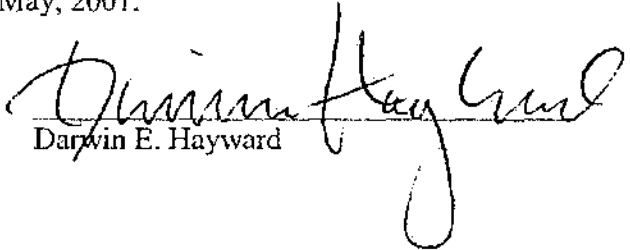
ENACTED this 40<sup>th</sup> day of May, 2001.

\_\_\_\_\_  
Michel F. Sauers, President

\_\_\_\_\_  
Philip I. Weinberg, Secretary

The undersigned, being the sole director of GLOBAL LONDON, INC., pursuant to subsection 129(1) of the *Business Corporations Act*, by his signature hereby makes the foregoing By-Law No. 1 of the by-laws of the Corporation.

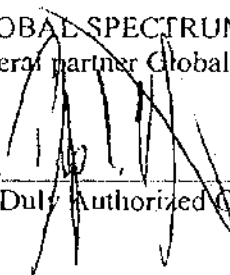
DATED this 23<sup>rd</sup> day of May, 2001.

  
Darwin E. Hayward

The undersigned, being the sole shareholder of GLOBAL LONDON, INC., pursuant to subsection 104(1) of the *Business Corporations Act*, by the signature of a duly authorized officer of its general partner hereby confirms without amendment the foregoing By-Law No. 1 of the by-laws of the Corporation made by the sole director of the Corporation.

DATED this 10<sup>th</sup> day of May, 2001.

GLOBAL SPECTRUM, L.P. by its  
general partner Global Spectrum, Inc.

Per.   
Duly Authorized Officer

dch global.incorp.by1

Page 068

Withheld pursuant to/removed as

s.21

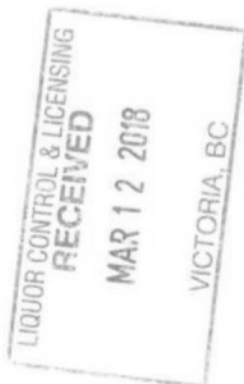


# **CENTRAL SECURITIES REGISTER**

**NAME OF COMPANY:** *Global Spectrum, LLC*

Date Issued	Date Cancelled	Shareholder Full Name & Address	Class of Shares	No. of Shares	Voting or Non-Voting	Acquired by Allotments, Conversion or Transfer	If Transferred from whom	Certificate No.
N/A	NA	Comcast SV Holding Company 3601 S. Broad Street Philadelphia, PA 19148	N/A	N/A	N/A	N/A	N/A	N/A

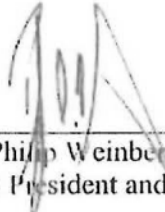
**As this entity is a limited liability company, stock certificates have not been issued.**



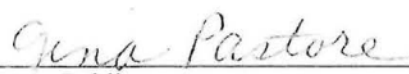
### OFFICER'S CERTIFICATION

I, Philip Weinberg, President and Secretary of Global Spectrum, LLC, do hereby certify the following:

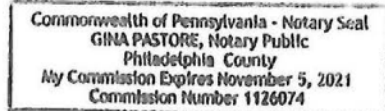
- Global Spectrum, LLC is the sole General Partner of Global Spectrum, L.P. holding 1% interest in the entity.

  
By: Philip Weinberg  
Title: President and Secretary


Sworn to before me on this  
10<sup>th</sup> day of March 2018.

  
Notary Public

SEAL



PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to:  Name _____ Address _____ City _____ State _____ Zip Code _____  <input type="checkbox"/> Return document by email to: _____	<p align="center"><b>Certificate of Organization</b> Domestic Limited Liability Company DSCB:15-8913 (rev. 7/2015)</p> <p align="center"> 8913</p>
---	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company ( <i>designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation</i> ):  Global Spectrum, LLC					
2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (Complete (a) or (b) – not both)					
(a) Number and Street	City	State	Zip	County	
(b) Name of Commercial Registered Office Provider				County	
c/o: C T Corporation System				Dauphin	
3. The name and address, including street and number, if any, of each organizer is ( <i>all organizers must sign on page 2</i> ):					
Name		Address			
Comcast Spectacor Ventures, LLC		3601 S. Broad Street, Philadelphia, PA 19148			

4. *Strike out if inapplicable term*

~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

5. *Strike out if inapplicable:*

Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: 12/31/2016 9:05 am EST

(MM/DD/YYYY and hour, if any)

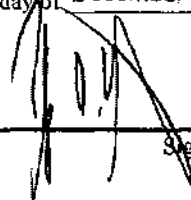
7. *Strike out if inapplicable:* The company is a restricted professional company organized to render the following restricted professional service(s):

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

8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have)  
signed this Certificate of Organization this

12<sup>th</sup> day of December, 2016



Signature

Signature

Signature

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "COMCAST SV HOLDING COMPANY", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2016, AT 5:18 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



6249732 8100  
SR# 20167084935

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203519495  
Date: 12-15-16

**CERTIFICATE OF INCORPORATION**  
**OF**  
**COMCAST SV HOLDING COMPANY**

**FIRST:** The name of the corporation is Comcast SV Holding Company.

**SECOND:** The address of its registered office in the State of Delaware is: 1201 N. Market Street, Suite 1000, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is: COMCAST CAPITAL CORPORATION.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to have unlimited power to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is 5.21

**FIFTH:** The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Julie S. Pascale	c/o Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838


**SIXTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

**EIGHTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

**NINTH:** A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this shall not exempt a director from liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which a director derived an improper personal benefit. In the case of any change in Delaware law which expands the liability of directors, the limited liability of directors shall continue as theretofore to the extent permitted by law; in the case of any change in Delaware law which permits the corporation, without the requirement of any further action by the stockholders or directors of the corporation, to limit further the liability of directors, then such liability thereupon shall be so limited to the extent permitted by law.

**IN WITNESS WHEREOF,** I have hereunto set my hand this 14th day of December, 2016.

  
\_\_\_\_\_  
Julie S. Pascale, Sole Incorporator  
c/o Comcast Corporation  
One Comcast Center  
Philadelphia, PA 19103-2838

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
206 NORTH OFFICE BUILDING  
P. O. BOX 8722  
HARRISBURG, PA 17105-8722  
WWW.DOS.STATE.PA.US/CORPS

**COMCAST SPECTACOR VENTURES, LLC**

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT [WWW.DOS.STATE.PA.US/CORPS](http://WWW.DOS.STATE.PA.US/CORPS) OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND/OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : **3314527**

MICROFILM NUMBER : **2005064**

MICROFILM START - END : **602 - 603**

COZEN O'CONNOR  
1900 MARKET ST  
PHILA PA 19103 - 3508



2005064-602

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

Entity Number

3314527

**Certificate of Organization  
Domestic Limited Liability Company  
(15 Pa.C.S. § 8913)**

Name

Marilyn D. Adelman c/o Cozen O'Connor

Address

1900 Market Street

City

State

Zip Code

Philadelphia, PA 19103

Document will be returned to the  
name and address you enter to  
the left.

←

Fee: \$100

JUN 16 2005

Filed in the Department of State on

*Robert C. Cantz*  
Secretary of the Commonwealth

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):

Comcast Spectacor Ventures, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
3601 South Broad Street	Philadelphia	PA	19148	Philadelphia

(b) Name of Commercial Registered Office Provider County  
c/o:

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

Name	Address
Marilyn D. Adelman	c/o Cozen O'Connor

1900 Market Street

Philadelphia, PA 19103

PA DEPT OF STATE

2005 JUN 16 PM 4:00

KLN

DSCB:15-8913-2

4. *Strike out if inapplicable term*

~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

5. *Strike out if inapplicable:*

Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: \_\_\_\_\_

month date year hour, if any

7. *Strike out if inapplicable:* ~~The company is a restricted professional company organized to render the following restricted professional service(s):~~

8. For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have) signed this Certificate of Organization this

16th day of June, 2005.



Signature

Marilyn D. Adelman, Authorized Signer

Signature

Signature

# **CENTRAL SECURITIES REGISTER**


**NAME OF COMPANY:** *Comcast Spectacor, LLC*

<b>Date Issued</b>	<b>Date Cancelled</b>	<b>Shareholder Full Name &amp; Address</b>	<b>Class of Shares</b>	<b>No. of Shares</b>	<b>Voting or Non-Voting</b>	<b>Acquired by Allotments, Conversion or Transfer</b>	<b>If Transferred from whom</b>	<b>Certificate No.</b>
N/A	N/A	Comcast Spectacor Holding Company, LLC 3601 S. Broad Street Philadelphia, PA 19148	N/A	N/A	N/A	N/A	N/A	N/A
N/A	N/A	Comcast Holdings Corporation 3601 S. Broad Street Philadelphia, PA 19148	N/A	N/A	N/A	N/A	N/A	N/A

**As this entity is a limited liability company, stock certificates have not been issued.**



**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to:  Name _____ Address _____ City _____ State _____ Zip Code _____ <input type="checkbox"/> Return document by email to: _____	<b>Certificate of Organization</b> <b>Domestic Limited Liability Company</b> DSCB:15-8913 (rev. 7/2015)  <b>8913</b>
---	--

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company ( <i>designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation</i> ): Comcast Spectacor, LLC					
2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: <i>(Complete (a) or (b) – not both)</i>					
(a) Number and Street	City	State	Zip	County	
(b) Name of Commercial Registered Office Provider				County	
c/o: C T Corporation System				Dauphin	
3. The name and address, including street and number, if any, of each organizer is ( <i>all organizers must sign on page 2</i> ):					
Name		Address			
Comcast Spectacor Holding Company, Inc.		1701 John F. Kennedy Blvd.			
		Philadelphia, PA 19103-2838			
Comcast Holdings Corporation		1701 John F. Kennedy Blvd.			
		Philadelphia, PA 19103-2838			

4. *Strike out if inapplicable term*

~~A member's interest in the company is to be evidenced by a certificate of membership interest.~~

5. *Strike out if inapplicable:*

Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: 11/16/2016  
(MM/DD/YYYY and hour, if any)

7. *Strike out if inapplicable:* ~~The company is a restricted professional company organized to render the following restricted professional service(s):~~

8. For additional provisions of the certificate, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have)  
signed this Certificate of Organization this

15<sup>th</sup> day of November, 2016

Please see the attached.

\_\_\_\_\_  
Signature

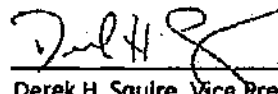
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

Comcast Spectacor Holding Company, Inc.

By:   
Derek H. Squire, Vice President

Comcast Holdings Corporation

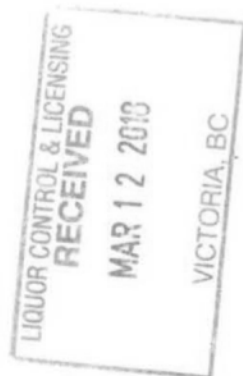
By:   
Derek H. Squire, Vice President

**CENTRAL SECURITIES REGISTER**

**NAME OF COMPANY:** *Comcast Spectacor Holding Company, LLC*

Date Issued	Date Cancelled	Shareholder Full Name & Address	Class of Shares	No. of Shares	Voting or Non-Voting	Acquired by Allotments, Conversion or Transfer	If Transferred from whom	Certificate No.
N/A	N/A	Comcast Holdings Corporation 3601 S. Broad Street Philadelphia, PA 19148	N/A	N/A	N/A	N/A	N/A	N/A

**As this entity is a limited liability company, stock certificates have not been issued.**



**CENTRAL SECURITIES REGISTER****NAME OF COMPANY:** *Comcast Holdings Corporation*

Date Issued	Date Cancelled	Shareholder Full Name & Address	Class of Shares	No. of Shares	Voting or Non-Voting	Acquired by Allotments, Conversion or Transfer	If Transferred from whom	Certificate No.
February 2, 2017	N/A	Comcast Corporation 3601 S. Broad Street Philadelphia, PA 19148	Class A/Class A Special Common	s.21	Voting	N/A	N/A	1





# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "COMCAST SPECTACOR HOLDING COMPANY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "COMCAST SPECTACOR HOLDING COMPANY, INC." TO "COMCAST SPECTACOR HOLDING COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2016, AT 5:06 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2016 AT 9 O'CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

2600986 8100V  
SR# 20167211249

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)


Authentication: 203570403  
Date: 12-22-16

Page 85 of 130

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY  
PURSUANT TO  
SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT**

1. The jurisdiction where the Corporation was first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date on which the Corporation was first formed is March 8, 1996.
4. The name of the Corporation immediately prior to filing this Certificate is Comcast Spectacor Holding Company, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Comcast Spectacor Holding Company, LLC.
6. This Certificate of Conversion shall be effective on December 31, 2016, at 9:00 a.m. Eastern time.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on December 28 2016.

  
\_\_\_\_\_  
Derek H. Squire, Authorized Person

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "COMCAST SPECTACOR HOLDING COMPANY, LLC" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2016, AT 5:06 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2016 AT 9 O'CLOCK A.M.



2600986 8100V  
SR# 20167211249

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203570403  
Date: 12-22-16

**STATE OF DELAWARE**  
**CERTIFICATE OF FORMATION**

**OF**  
**COMCAST SPECTACOR HOLDING COMPANY, LLC**

This Certificate of Formation of Comcast Spectacor Holding Company, LLC, dated December 20, 2016, is being duly executed and filed by Sharon L. Dougherty as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-201, et seq.).

**FIRST:** The name of the limited liability company formed hereby is Comcast Spectacor Holding Company, LLC.

**SECOND:** The name and address of the registered agent for service of process in the State of Delaware is Comcast Capital Corporation, 1201 N. Market Street, Suite 1000, Wilmington, New Castle County, Delaware 19801.

**THIRD:** This Certificate of Formation shall be effective on December 31, 2016, at 9:00 a.m. Eastern time.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.

  
Sharon L. Dougherty, Authorized Person

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 206 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

155

COMCAST HOLDINGS CORPORATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU,  
PLEASE VISIT OUR WEB SITE LOCATED AT [WWW.DOS.STATE.PA.US/CORPS](http://WWW.DOS.STATE.PA.US/CORPS) OR  
PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR  
ADDITIONAL INFORMATION REGARDING BUSINESS AND/OR UCC FILINGS, PLEASE  
VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 0074263

MICROFILM NUMBER: 2002101

0355-0356

PENNCORP SERVICEGROUP  
COUNTER

2002101-355

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**Articles of Amendment-Domestic Corporation**  
(15 Pa.C.S.)

Entity Number

**74263**

☒ Business Corporation (§ 1915)  
☐ Nonprofit Corporation (§ 5915)

Name **PENNCORP. SERVICE GROUP, INC.**  
 Address **800 N. 37th Street**  
 City **PHILADELPHIA**  
 State **PA**  
 Zip **19102**

Document will be returned to the  
name and address you enter to  
the left.  
←

Fee: \$52

Filed in the Department of State on **NOV 18 2002**

*Michael J. Sauter*  
 Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:  
**Comcast Corporation**

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
1500 Market Street	Philadelphia	PA	19102	Philadelphia

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
 c/o \_\_\_\_\_

3. The statute by or under which it was incorporated: **Pennsylvania Business Corporation Law of 1988, as amended**

4. The date of its incorporation: **March 5, 1969**

5. Check, and if appropriate complete, one of the following:

\_\_\_\_ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☒ The amendment shall be effective on: **November 18, 2002** at **4:15 pm**  
 Date Hour

2002 NOV 18 11:12:42

2002101- 356

DSCB:15-1915/5915-2

## 6. Check one of the following:

☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

## 7. Check, and if appropriate, complete one of the following:

☒ The amendment adopted by the corporation, set forth in full, is as follows

"Article 1. The name of the corporation is Comcast Holdings Corporation."

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

## 8. Check if the amendment restates the Articles:

☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

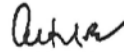
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

18<sup>th</sup> day of November,

2002.

Comcast Corporation

Name of Corporation



Signature

Senior Vice President

Title

**Amended and Restated**  
**Articles of Incorporation**  
**of**  
**Comcast Corporation**

FIRST: The name of the Corporation is Comcast Corporation (the "**Corporation**").

SECOND: The name of the commercial registered office provider and the county of venue of the Corporation's current registered office in this Commonwealth are:

CT Corporation System  
Philadelphia County, Pennsylvania

THIRD: The Corporation is incorporated under the provisions of the Business Corporation Law of 1988. The purpose or purposes for which the Corporation is organized are: To have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Business Corporation Law.

FOURTH: The term of its existence is perpetual.

FIFTH: A. The aggregate number of shares which the Corporation shall have authority to issue is SEVEN BILLION FIVE HUNDRED MILLION (7,500,000,000) shares of Class A Common Stock, par value \$0.01 per share, SEVENTY-FIVE MILLION (75,000,000) shares of Class B Common Stock, par value \$0.01 per share, and TWENTY MILLION (20,000,000) shares of Preferred Stock, which the Board of Directors may issue, in one or more series, without par value, with full, limited, multiple, fractional, or no voting rights, and with such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights as shall be fixed by the Board of Directors.

B. The descriptions, preferences, qualifications, limitations, restrictions and the voting, special, or relative rights in respect of the shares of each class of Common Stock are as follows:

1. (a) Subject to paragraph (B)(1)(c) of this Article FIFTH, each share of Class A Common Stock shall entitle the holder thereof to the number of votes equal to a quotient the numerator of which is the excess of (i) the Total Number of Votes (as defined below) over (ii) the sum of (A) the Total Number of B Votes (as defined below) and (B) the Total Number of Other Votes (as defined below) and the denominator of which is the number of outstanding shares of Class A Common Stock (provided that if at any time there are no outstanding shares of Class B Common Stock, each share of Class A Common Stock shall entitle the holder thereof to one (1) vote) and each share of Class B Common Stock shall entitle the holder thereof to fifteen (15) votes. "Total Number of Votes" on any record date is equal to a quotient the numerator of which is the Total Number of B Votes on such record date and the



denominator of which is the B Voting Percentage (as defined below) on such record date. "Total Number of B Votes" on any record date is equal to the product of (i) 15 and (ii) the number of outstanding shares of Class B Common Stock on such record date. "Total Number of Other Votes" on any record date means the aggregate number of votes to which holders of all classes of capital stock of the Corporation other than holders of Class A Common Stock and Class B Common Stock are entitled to cast on such record date in an election of Directors. "B Voting Percentage" on any record date means the portion (expressed as a percentage) of the total number of votes entitled to be cast in an election of Directors by the holders of capital stock of the Corporation to which all holders of Class B Common Stock are entitled to cast on such record date in an election of Directors, as specified and determined pursuant to paragraph (B)(1)(c) of this Article FIFTH.

(b) Except as provided in Article SEVENTH or required by applicable law, only the holders of Class A Common Stock, the holders of Class B Common Stock and the holders of any other class or series of Common Stock, Preferred Stock or other class of capital stock of the Corporation (if any) with voting rights shall be entitled to vote and shall vote as a single class on all matters with respect to which a vote of the shareholders of the Corporation is required or permitted under applicable law, these Amended and Restated Articles of Incorporation, or the Bylaws of the Corporation. Whenever applicable law, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation provide for a vote of the shareholders of the Corporation on any matter, approval of such matter shall require the affirmative vote of a majority of the votes cast by the holders entitled to vote thereon unless otherwise expressly provided under applicable law, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

(c) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, including paragraph (B)(1)(a) of this Article FIFTH, but subject to Article SEVENTH, with respect to any matter on which the holders of Class B Common Stock and the holders of one or more classes or series of Common Stock, Preferred Stock or any other class of capital stock of the Corporation (if any) vote as a single class, each share of Class B Common Stock shall entitle the holder thereof to the number of votes necessary so that, if all holders of Class B Common Stock and all holders of each such other class or series of Common Stock, Preferred Stock and other class of capital stock of the Corporation (if any) were to cast all votes they are entitled to cast on such matter, the holders of the Class B Common Stock in the aggregate would cast thirty-three and one-third ( $33\frac{1}{3}$ ) percent of the total votes cast by all such holders, subject to reduction as set forth in the following sentence. If at any time after November 18, 2002 for any reason whatsoever the number of shares of Class B Common Stock outstanding at such time is reduced below the number of shares of Class B Common Stock outstanding on November 18, 2002 (appropriately adjusted for any stock dividend paid in Class B Common Stock, stock splits or reverse stock splits of the Class B Common Stock or combinations, consolidations or reclassifications of the Class B Common Stock), the percentage specified in the preceding sentence shall be reduced to a percentage equal to the product of (i) thirty-three and one-third ( $33\frac{1}{3}$ ) and (ii) the fraction obtained by dividing the number of shares of Class B Common Stock outstanding at such time by the number of shares of Class B

Common Stock outstanding on November 18, 2002 (appropriately adjusted for any stock dividend paid in Class B Common Stock, stock splits or reverse stock splits of the Class B Common Stock or combinations, consolidations or reclassifications of the Class B Common Stock). No reduction in the percentage of the voting power of the Class B Common Stock pursuant to the preceding sentence shall be reversed by any issuance of Class B Common Stock that occurs after such reduction.

2. The holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to receive, from time to time, when and as declared, in the discretion of the Board of Directors, such cash dividends as the Board of Directors may from time to time determine, out of such funds as are legally available therefor, in proportion to the number of shares held by them, respectively, without regard to class.

3. The holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to receive, from time to time, when and as declared by the Board of Directors, such dividends of stock of the Corporation or other property as the Board of Directors may determine, out of such funds as are legally available therefor. Stock dividends on, or stock splits of, any class of Common Stock shall not be paid or issued unless paid or issued on all classes of Common Stock, in which case they shall be paid or issued only in shares of that class; provided, however, that stock dividends on, or stock splits of, Class B Common Stock may be paid or issued in shares of Class A Common Stock. Any decrease in the number of shares of Class A Common Stock or Class B Common Stock resulting from a combination or consolidation of shares or other capital reclassification shall not be permitted unless parallel action is taken with respect to the other class of Common Stock, so that the number of shares of each class of Common Stock outstanding shall be decreased proportionately.

Notwithstanding anything to the contrary contained herein, in the event of a distribution of property, plan of merger or consolidation, plan of asset transfer, plan of division, plan of exchange, or recapitalization pursuant to which the holders of Class A Common Stock and the holders of Class B Common Stock would be entitled to receive equity interests of one or more corporations (including, without limitation, the Corporation) or other entities, or rights to acquire such equity interests, then the Board of Directors may, by resolution duly adopted, provide that the holders of Class A Common Stock and the holders of Class B Common Stock, respectively and as separate classes, shall receive with respect to their Class A Common Stock or Class B Common Stock (whether by distribution, exchange, redemption or otherwise), in proportion to the number of shares held by them, equity interests (or rights to acquire such equity interests) of separate classes or series having substantially equivalent relative designations, preferences, qualifications, privileges, limitations, restrictions and rights as the relative designations, preferences, qualifications, privileges, limitations, restrictions and rights of the Class A Common Stock and Class B Common Stock. Except as provided above, if there should be any distribution of property, merger, consolidation, purchase or acquisition of property or stock, asset transfer, division, interest exchange under 15 Pa.C.S. Subch. 3D, recapitalization or reorganization of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock shall receive the shares of stock, other securities or rights or other assets as would be issuable or payable upon such distribution, merger, consolidation,

purchase or acquisition of such property or stock, asset transfer, division, interest exchange, recapitalization or reorganization in proportion to the number of shares held by them, respectively, without regard to class.

4. Each share of Class B Common Stock shall be convertible at the option of the holder thereof into one share of Class A Common Stock. Each share of Class B Common Stock shall be cancelled after it has been converted as provided herein.

5. Subject to Article SEVENTH and except as otherwise permitted by applicable law, each and any provision of these Amended and Restated Articles of Incorporation may from time to time, when and as desired, be amended by a resolution of the Board of Directors and the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon, as determined in accordance with the provisions of this Article FIFTH. There shall be no class voting on any such amendments or on any other matter except as shall be required by Article SEVENTH or by applicable law, in which case there shall be required the affirmative vote of a majority of the votes cast by the holders of the outstanding shares of each class entitled to vote by Article SEVENTH or by applicable law, voting as a separate class.

6. If there should be any merger, consolidation, purchase or acquisition of property or stock, separation, reorganization, division or interest exchange under 15 Pa.C.S. Subch. 3D, the Board of Directors shall take such action as may be necessary to enable the holders of the Class B Common Stock to receive upon any subsequent conversion of their stock into Class A Common Stock, in whole or in part, in lieu of any shares of Class A Common Stock of the Corporation, the shares of stock, securities, or other assets as would be issuable or payable upon such merger, consolidation, purchase, or acquisition of property or stock, separation, reorganization, division or interest exchange in respect of or in exchange for such share or shares of Class A Common Stock.

7. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to receive the assets and funds of the Corporation in proportion to the number of shares held by them, respectively, without regard to class.

8. At all times the Board of Directors shall take such action to adjust the conversion privileges of the Class B Common Stock and the number of shares of Class B Common Stock to be outstanding after any particular transaction to prevent the dilution of the conversion rights of the holders of Class B Common Stock.

9. Except as expressly set forth in these Amended and Restated Articles of Incorporation (including, without limitation, this Article FIFTH and Article SEVENTH), the rights of the holders of Class A Common Stock and the rights of the holders of Class B Common Stock shall be in all respects identical.

10. Neither the holders of the Class A Common Stock nor the holders of the Class B Common Stock nor the holders of any other class or series of Common Stock, Preferred Stock or other class of capital stock of the Corporation shall have cumulative voting rights.

C. Pursuant to the authority granted to the Board of Directors in paragraph A of this Article FIFTH, the Board of Directors has fixed and designated a Series A Participating Cumulative Preferred Stock having the voting rights and designations, preferences, qualifications, privileges, limitations, restrictions, and other special and relative rights as are hereinafter set forth:

1. The shares of such series shall be designated as "Series A Participating Cumulative Preferred Stock" (the "Series A Preferred Stock"), and the number of shares constituting such series shall be 2,500,000. Such number of shares of the Series A Preferred Stock may be increased or decreased by resolution of the Board of Directors; provided that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares issuable upon exercise or conversion of outstanding rights, options or other securities issued by the Corporation.

2. (a) The holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable on March 31, June 30, September 30 and December 31 of each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of any share or fraction of a share of Series A Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (i) \$10.00 and (ii) subject to the provision for adjustment hereinafter set forth, 1000 times the aggregate per share amount of all cash dividends or other distributions and 1000 times the aggregate per share amount of all non-cash dividends or other distributions (other than (A) a dividend payable in shares of Common Stock, par value \$0.01 per share, of the Corporation (the "Common Stock") or (B) a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise)) declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred Stock. If the Corporation, at any time after November 18, 2002 (the "Rights Declaration Date"), pays any dividend on Common Stock payable in shares of Common Stock or effects a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under clause (ii) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) The Corporation shall declare a dividend or distribution on the Series A Preferred Stock as provided in paragraph (C)(2)(a) of this Article FIFTH immediately after it declares a dividend or distribution on the Common Stock (other than as described in clauses (ii)(A) and (ii)(B) of the first sentence of paragraph (C)(2) (a) of this Article FIFTH); provided that if no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date (or, with respect to the first Quarterly Dividend Payment Date, the period between the first issuance of any share or fraction of a share of Series A Preferred Stock and such first Quarterly Dividend Payment Date), a dividend of \$10.00 per share on the Series A Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(c) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issuance of such shares of Series A Preferred Stock, unless the date of issuance of such shares is on or before the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue and be cumulative from the date of issue of such shares, or unless the date of issue is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and on or before such Quarterly Dividend Payment Date, in which case dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall not be more than 60 days prior to the date fixed for the payment thereof.

3. In addition to any other voting rights required by law, the holders of shares of Series A Preferred Stock shall have the following voting rights:

(a) Each share of Series A Preferred Stock shall entitle the holder thereof to a number of votes equal to 1000 (as adjusted as described below, the "Adjustable Factor") times the number of votes a share of Class A Common Stock is entitled to cast on all matters submitted to a vote of stockholders of the Corporation. For purposes of calculating the number of votes a share of Class A Common Stock is entitled to cast on all matters submitted to a vote of stockholders of the Corporation, as set forth in these Amended and Restated Articles of Incorporation, votes represented by shares of Series A Preferred Stock shall be included in the "Total Number of Other Votes" (as defined in paragraph (B)(1)(a) of this Article FIFTH). If the Corporation shall at any time after the Rights Declaration Date pay any dividend on Common Stock payable in shares of Common Stock or effect a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per

share to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying the Adjustable Factor by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) Except as otherwise provided herein or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock shall vote together as a single class on all matters submitted to a vote of stockholders of the Corporation.

(c) (i) If at any time dividends on any Series A Preferred Stock shall be in arrears in an amount equal to six quarterly dividends thereon, the occurrence of such contingency shall mark the beginning of a period (herein called a "default period") which shall extend until such time when all accrued and unpaid dividends for all previous quarterly dividend periods and for the current quarterly dividend period on all shares of Series A Preferred Stock then outstanding shall have been declared and paid or set apart for payment. During each default period, all holders of Preferred Stock and any other series of Preferred Stock then entitled as a class to elect directors, voting together as a single class, irrespective of series, shall have the right to elect two additional Directors to the Board of Directors.

(ii) During any default period, such voting right of the holders of Series A Preferred Stock may be exercised initially at a special meeting called pursuant to paragraph (C)(3)(c)(iii) of this Article FIFTH or at any annual meeting of stockholders, and thereafter at annual meetings of stockholders; provided that neither such voting right nor the right of the holders of any other series of Preferred Stock, if any, to increase, in certain cases, the authorized number of Directors shall be exercised unless the holders of 10 percent in number of shares of Preferred Stock outstanding shall be present in person or by proxy. The absence of a quorum of holders of Common Stock shall not affect the exercise by holders of Preferred Stock of such voting right. If at any meeting at which holders of Preferred Stock shall initially exercise such voting right the number of additional Directors which may be so elected does not amount to the required number, the holders of the Preferred Stock shall have the right to make such increase in the number of Directors as shall be necessary to permit the election by them of the required number. After the holders of the Preferred Stock shall have initially exercised their right to elect two additional Directors in any default period and during the continuance of such period, the number of Directors shall not be increased or decreased except by vote of the holders of Preferred Stock as herein provided or pursuant to the rights of any equity securities ranking senior to or pari passu with the Series A Preferred Stock.

(iii) Unless the holders of Preferred Stock shall have previously exercised their right to elect Directors during an existing default period, the Board of Directors may order, or any stockholder or stockholders owning in the aggregate not less than 10 percent of the total number of shares of Preferred Stock outstanding, irrespective of series, may request, the calling of a special meeting of holders of Preferred Stock, which meeting shall thereupon be called by the Chief Executive Officer, the President, a Vice President or the



Secretary of the Corporation. Notice of such meeting and of any annual meeting at which holders of Preferred Stock are entitled to vote pursuant to this paragraph (C)(3)(c) (iii) of this Article FIFTH shall be given to each holder of record of Preferred Stock by mailing a copy of such notice to him at the address of such holder shown on the registry books of the Corporation. Such meeting shall be called for a time not earlier than 20 days and not later than 60 days after such order or request or in default of the calling of such meeting within 60 days after such order or request, such meeting may be called on similar notice by any stockholder or stockholders owning in the aggregate not less than 10 percent of the total number of shares of Preferred Stock outstanding, irrespective of series. Notwithstanding the provisions of this paragraph (C)(3)(c)(iii) of this Article FIFTH, no such special meeting shall be called during the period within 60 days immediately preceding the date fixed for the next annual meeting of stockholders.

(iv) In any default period, the holders of Common Stock, and other classes of stock of the Corporation if applicable, shall continue to be entitled to elect the whole number of Directors until the holders of Preferred Stock shall have exercised their right to elect two Directors voting as a class, after the exercise of which right (x) the Directors so elected by the holders of Preferred Stock shall continue in office until their successors shall have been elected by such holders or until the expiration of the default period, and (y) any vacancy in the Board of Directors may (except as provided in paragraph (C)(3)(c)(ii) of this Article FIFTH) be filled by vote of a majority of the remaining Directors theretofore elected by the holders of the class of stock which elected the Director whose office shall have become vacant. References in this paragraph (C)(3)(c) of this Article FIFTH to Directors elected by the holders of a particular class of stock shall include Directors elected by such Directors to fill vacancies as provided in clause (y) of the foregoing sentence.

(v) Immediately upon the expiration of a default period, (x) the right of the holders of Preferred Stock as a class to elect Directors shall cease, (y) the term of any Directors elected by the holders of Preferred Stock as a class shall terminate, and (z) the number of Directors shall be such number as may be provided for in these Amended and Restated Articles of Incorporation or bylaws irrespective of any increase made pursuant to the provisions of Section (C)(3)(c)(ii) of this Article FIFTH (such number being subject, however, to change thereafter in any manner provided by law or in these Amended and Restated Articles of Incorporation or bylaws). Any vacancies in the Board of Directors effected by the provisions of clauses (y) and (z) in the preceding sentence may be filled by a majority of the remaining Directors.

(d) These Amended and Restated Articles of Incorporation shall not be amended in any manner (whether by merger or otherwise) so as to adversely affect the powers, preferences or special rights of the Series A Preferred Stock without the affirmative vote of the holders of a majority of the outstanding shares of Series A Preferred Stock, voting separately as a class.

(e) Except as otherwise provided herein, holders of Series A Preferred Stock shall have no special voting rights, and their consent shall not be required for taking any corporate action.

4. (a) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in paragraph (C)(2) of this Article FIFTH are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on outstanding shares of Series A Preferred Stock shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, or make any other distributions on, any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends on, or make any other distributions on, any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such other parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem, purchase or otherwise acquire for value any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock; provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of stock of the Corporation ranking junior (as to dividends and upon dissolution, liquidation or winding up) to the Series A Preferred Stock; or

(iv) redeem, purchase or otherwise acquire for value any shares of Series A Preferred Stock, or any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of Series A Preferred Stock and all such other parity stock upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for value any shares of stock of the Corporation unless the Corporation could, under paragraph 4(a), purchase or otherwise acquire such shares at such time and in such manner.



5. Any shares of Series A Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock without designation as to series and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors as permitted by these Amended and Restated Articles of Incorporation or as otherwise permitted under Pennsylvania Law.

6. Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (a) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$10.00 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment; provided that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1000 times the aggregate amount to be distributed per share to holders of Common Stock, or (b) to the holders of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such other parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. If the Corporation shall at any time after the Rights Declaration Date pay any dividend on Common Stock payable in shares of Common Stock or effect a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under the proviso in clause (a) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

7. If the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash or any other property, then in any such case the shares of Series A Preferred Stock shall at the same time be similarly exchanged for or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1000 times the aggregate amount of stock, securities, cash or any other property, as the case may be, into which or for which each share of Common Stock is changed or exchanged. If the Corporation shall at any time after the Rights Declaration Date pay any dividend on Common Stock payable in shares of Common Stock or effect a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the

number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

8. The Series A Preferred Stock shall not be redeemable.

9. The Series A Preferred Stock shall rank junior (as to dividends and upon liquidation, dissolution and winding up) to all other series of the Corporation's Preferred Stock except any series that specifically provides that such series shall rank junior to or on a parity with the Series A Preferred Stock.

10. Series A Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred Stock.

#### SIXTH: Governance

##### A. Definitions

1. "**Board of Directors**" means the Board of Directors of the Corporation.

2. "**CEO**" means the Chief Executive Officer of the Corporation.

3. "**Chairman**" means the Chairman of the Board of Directors.

4. "**Director**" means a director of the Corporation.

5. "**Independent Person**" means an independent person with respect to the Corporation (determined in accordance with the rules of the principal stock exchange or interdealer quotation system on which the class of Corporation's common stock with the greatest aggregate market capitalization (as determined in good faith by the Board of Directors) is traded), it being understood that none of the spouse, parents, siblings, lineal descendants, aunts, uncles, cousins and other close relatives (or their respective spouses) of Mr. Brian L. Roberts will be deemed Independent Persons at any time.

B. Board of Directors. At all times, the Board of Directors shall include a majority of Independent Persons. Following the occurrence of a vacancy on the Board of Directors that results in the absence of a majority of Independent Persons on the Board of Directors, and notwithstanding the occurrence of such vacancy, the Board of Directors shall take all actions necessary to fill such vacancy with an Independent Person nominated by the governance and directors nominating committee of the Board of Directors and approved by the Board of Directors. In addition to the foregoing, for a ninety (90) day period following the occurrence of a vacancy in the Board of Directors that results in less than a majority of Independent Persons

serving on the Board of Directors, the Directors then in office shall have and may exercise all of the powers of the Board of Directors to the extent provided under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation and applicable law.

C. Chairman, Chief Executive Officer and President

1. Chairman.

(a) The Chairman shall be Mr. Brian L. Roberts if he is willing and available to serve.

(b) The Chairman shall preside at all meetings of the shareholders of the Corporation and of the Board of Directors. In the absence of the Chairman, if the Chairman and the CEO are not the same person, the CEO shall chair such meetings.

(c) The Chairman shall have the authority to call special meetings of the Board of Directors, in the manner provided by the Bylaws of the Corporation.

2. Chief Executive Officer and President.

(a) The CEO shall be Mr. Brian L. Roberts if he is willing and available to serve. For so long as Mr. Brian L. Roberts shall be the CEO, he shall also be the President of the Corporation.

(b) The powers, rights, functions and responsibilities of the CEO shall include, without limitation, the following, subject to the control and direction of the Board of Directors:

(i) the supervision, coordination and management of the Corporation's business, operations, activities, operating expenses and capital allocation;

(ii) matters relating to officers (other than the Chairman) and employees, including, without limitation, hiring, terminating, changing positions and allocating responsibilities of such officers and employees; provided that, if the Chairman and the CEO are not the same person, the CEO shall consult with the Chairman in connection with the foregoing as it relates to the senior executives of the Corporation;

(iii) all of the powers, rights, functions and responsibilities typically exercised by a chief executive officer and president of a corporation; and

(iv) the authority to call special meetings of the Board of Directors, in the manner provided by the Bylaws of the Corporation.

D. Termination. If Mr. Brian L. Roberts is no longer serving as the Chairman or the CEO, the provisions of this Article SIXTH (other than paragraphs (A) and (B)) shall terminate automatically without any further action of the Board of Directors or the shareholders of the Corporation.

SEVENTH: In addition to any other approval required by law or by these Amended and Restated Articles of Incorporation, and notwithstanding any provision of Article FIFTH, the approval of the holders of Class B Common Stock, voting separately as a class, shall be necessary to approve (i) any merger or consolidation of the Corporation with another entity or any other transaction, in each case that requires the approval of the shareholders of the Corporation pursuant to the law of the Commonwealth of Pennsylvania or other applicable law, or any other transaction that would result in any person or group (as such term is defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended) owning shares representing in excess of 10 percent of the combined voting power of the resulting or surviving corporation, or any issuance of securities (other than pursuant to director or officer stock option or purchase plans) requiring shareholder approval under the applicable rules and regulations of any stock exchange or quotation system, (ii) any issuance of shares of Class B Common Stock or any securities exercisable or exchangeable for or convertible into shares of Class B Common Stock or (iii) any amendment to these Amended and Restated Articles of Incorporation (including, without limitation, any amendment to elect to have any of Subchapters E, F, G, H, I and J or Section 2538 of Subchapter D, in each case of Chapter 25 of the Business Corporation Law of 1988, be applicable to the Corporation or any amendment to this Article SEVENTH) or the Bylaws of the Corporation or any other action (including, without limitation, the adoption, amendment or redemption of a shareholder rights plan) that would, in any such case, limit the rights of the holders of Class B Common Stock or any subsequent transferee of Class B Common Stock to transfer, vote or otherwise exercise rights with respect to capital stock of the Corporation. In addition to any other approval required by law or by these Amended and Restated Articles of Incorporation, and notwithstanding any provision of Article FIFTH, the approval of the holder of any class or series of shares of the Corporation shall be necessary to approve any amendment to these Amended and Restated Articles of Incorporation which would make any change in the preferences, limitations or rights of the shares of such class or series adverse to such class or series.

EIGHTH: Special meetings of shareholders may be called only by the Board of Directors and may not be called by shareholders of the Corporation.

NINTH: The shareholders of the Corporation shall not be permitted to act by written consent in lieu of a meeting; provided that notwithstanding the foregoing, the holders of a majority of the Class B Common Stock shall be permitted to act by written consent in lieu of a meeting in the exercise of their approval rights under Article SEVENTH.

TENTH: The Board of Directors shall have the power to amend the Bylaws to the extent provided therein, subject only to applicable law. Any amendment to the Bylaws approved by

the shareholders of the Corporation shall not be deemed to have been adopted by the Corporation unless it has been previously approved by the Board of Directors.

ELEVENTH: No person who is or was a Director shall be personally liable, as such, for monetary damages (other than under criminal statutes and under federal, state and local laws imposing liability on directors for the payment of taxes) unless the person's conduct constitutes self-dealing, willful misconduct or recklessness. No amendment or repeal of this Article ELEVENTH shall apply to or have any effect on the liability or alleged liability of any person who is or was a Director for or with respect to any acts or omissions of the Director occurring prior to the effective date of such amendment or repeal. If the Business Corporation Law of 1988 is amended to permit a Pennsylvania corporation to provide greater protection from personal liability for its directors than the express terms of this Article ELEVENTH, this Article ELEVENTH shall be construed to provide for such greater protection.

TWELFTH: No person who is or was an officer of the Corporation shall be personally liable, as such, for monetary damages (other than under criminal statutes and under federal, state and local laws imposing liability on directors for the payment of taxes) unless the person's conduct constitutes self-dealing, willful misconduct or recklessness. No amendment or repeal of this Article TWELFTH shall apply to or have any effect on the liability or alleged liability of any person who is or was an officer of the Corporation for or with respect to any acts or omissions of the officer occurring prior to the effective date of such amendment or repeal. If the Business Corporation Law of 1988 is amended to permit a Pennsylvania corporation to provide greater protection from personal liability for its officers than the express terms of this Article TWELFTH, this Article TWELFTH shall be construed to provide for such greater protection.

THIRTEENTH: Any or all classes and series of shares of the Corporation, or any part thereof, may be represented by uncertificated shares to the extent determined by the Board of Directors, except that shares represented by a certificate that is issued and outstanding shall continue to be represented thereby until the certificate is surrendered to the Corporation. Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates. The rights and obligations of the holders of shares represented by certificates and the rights and obligations of the holders of uncertificated shares of the same class and series shall be identical.

FOURTEENTH: Subchapters E, F, G, H, I and J and Section 2538 of Subchapter D, in each case of Chapter 25 of the Business Corporation Law of 1988, shall not be applicable to the Corporation.

FIFTEENTH: Henceforth, these Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all prior amendments thereto and restatements thereof.

Page 106 to/à Page 129

Withheld pursuant to/removed as

s.22

Job #: 9465198-37  
Application Type: Third Party Operator  
Establishment: Abbotsford Entertainment & Sports Centre  
Licence #: 303423  
Completed: April 17, 2018

-Finish-