

BY-LAW NO. 1

A by-law relating generally to the
transaction of the business and affairs of

GOODEN PERFECT CORPORATION
(hereinafter referred to as the “Corporation”)

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ARTICLE 1 – INTERPRETATION

1.1 Scope of By-laws

These by-laws are intended to supplement the Act by dealing with issues not covered by the Act and by varying certain of the default provisions provided in the Act. These by-laws are not intended to be a complete procedural code and are intended to be read in conjunction with the provisions of the Act and the regulations thereunder.

1.2 Definitions

In this by-law and all other by-laws of the Corporation:

“Act” – means the *Business Corporations Act* (Ontario), as amended from time to time or any Act that may hereafter be substituted therefor;

“Articles” – includes the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement and articles of revival;

“Board” – means the board of directors of the Corporation;

“contracts, documents or instruments in writing” – includes cheques, drafts or orders for the payment of money, promissory notes, bills of exchange, deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds including transfers and assignments of shares, warrants, bonds, debentures or other securities and all other paper writings and electronic equivalents;

“Director” – means a director of the Corporation;

“meeting of shareholders” – means and includes an annual meeting of shareholders and a special meeting of shareholders; and

“Officer” – means an officer of the Corporation and any officer title used with initial capital letters refers to an officer of the Corporation; and

1.3 Extended Meanings

In this by-law and all other by-laws of the Corporation, unless something in the subject matter or context is inconsistent therewith:

- (a) words importing the singular number shall include the plural and *vice versa*;
- (b) words importing a gender shall include the masculine, feminine and neuter genders;
- (c) words importing persons shall include individuals, partnerships, corporations, unincorporated organizations, associations, trusts, trustees, government agencies and any other form of organization or entity whatsoever;
- (d) any general terms followed by specific examples, whether using “includes”, “including”, “such as” or other similar terms, shall be interpreted broadly according to their full meaning and will not be limited to or by the examples listed; and
- (e) all terms defined in the Act and not otherwise defined herein shall have the meanings herein ascribed thereto therein.

1.4 Prior By-laws

Any prior general by-laws of the Corporation are hereby repealed and any provision of any other prior by-laws of the Corporation which is inconsistent with any provision of this by-law is deemed to be repealed and superseded by the provision of this by-law to the extent of such inconsistency.

1.5 Unanimous Shareholder Agreement

In the event of any inconsistency or conflict between this by-law and a unanimous shareholder agreement (as defined in the Act) applicable to the Corporation, the unanimous shareholder agreement shall prevail to the extent of the inconsistency or conflict and this by-law shall be deemed to be amended accordingly.

ARTICLE 2 – DIRECTORS

2.1 Calling of and Notice of Directors' Meetings

Meetings of the Board shall be held at such time and on such day as the President, the Secretary or any two Officers or Directors may determine. Notice of meetings of the Board shall be given to each Director not less than 48 hours before the time when the meeting is to be held. Each newly elected Board may without notice hold its first meeting for the purposes of organization and the appointment of Officers immediately following the meeting of shareholders at which such Board was elected. Notice of any meeting of Directors may be given by facsimile transmission or electronic mail.

2.2 Place of Directors' Meetings

Meetings of the Board may be held at any place within or outside Ontario and in any financial year of the Corporation it shall not be necessary for a majority of the meetings of the Board to be held at a place within Canada.

2.3 Directors' Quorum

A majority of the number of Directors or, if the Articles provide for a minimum and maximum number of directors, the number determined from time to time, constitutes a quorum at any meeting of Directors.

2.4 Votes to Govern at Directors' Meetings

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.

2.5 Directors' Casting Vote

In case of an equality of votes at any meeting of the Directors or any committee thereof, the chair of the meeting shall not be entitled to a second or casting vote.

2.6 Remuneration of Directors and Officers

If any Director or Officer 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 or her being a Director or Officer shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

2.7 Interest of Directors and Officers Generally in Contracts

No Director or Officer shall be disqualified by his or her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or

Officer or in which any Director or Officer is in any way interested be liable to be voided nor shall any Director or Officer so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such Director or Officer holding that office or of the fiduciary relationship thereby established; provided that the Director or Officer shall have complied with the provisions of the Act.

ARTICLE 3 – SHAREHOLDERS

3.1 Notice of Shareholders' Meeting

Notice of any meeting of shareholders may be given by facsimile transmission or electronic mail.

3.2 Shareholders' Quorum

At any meeting of shareholders, a quorum shall be at least one (1) person present in person being a shareholder entitled to vote thereat, or a duly appointed proxy or representative for a shareholder so entitled, and holding or representing by proxy not less than a majority of the votes entitled to be cast thereat.

3.3 Shareholders' Casting Vote

In the case of an equality of votes at any meeting of shareholders, the chair of the meeting shall not be entitled to a second or casting vote.

ARTICLE 4 – BUSINESS MATTERS

4.1 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

4.2 General Execution Authority

Contracts, documents and instruments in writing requiring execution by the Corporation shall be signed by any two officers or directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

4.3 Directors May Authorize Others

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 to sign and deliver either contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing.

4.4 Lien on Shares

The Corporation shall have a lien on shares issued by it which are registered in the name of a shareholder or the shareholder's legal representative for a debt of that shareholder to the Corporation.

ARTICLE 5 – INDEMNIFICATION

5.1 Indemnification of Directors and Officers

The Corporation shall indemnify a Director or Officer, a former Director or Officer 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 or her heirs and legal representatives to the extent permitted by the Act.

5.2 Indemnity of Others

Except as otherwise required by the Act, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or participant in another body corporate, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his or her conduct was lawful.

5.3 Right of Indemnity Not Exclusive

The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall enure to the benefit of the heirs and legal representatives of such a person.

5.4 No Liability of Directors or Officers for Certain Matters

To the extent permitted by law, no Director or Officer for the time being 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 happening to 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 body corporate with whom or which any moneys, securities or other assets belonging to the Corporation 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 or her respective office or trust or in relation thereto unless the same shall happen by or through his or her failure to act 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.

5.5 Insurance

The Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine, except insurance against a liability, cost, charge or expense of the Director or Officer incurred as a result of a contravention of the Act.

ARTICLE 6 – MISCELLANEOUS

6.1 Invalidate of Any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

6.2 Omissions and Errors

The accidental omission to give any notice to any shareholder, Director, Officer or auditor or the non-receipt of any notice by any shareholder, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

DATED this 1st day of January, 2015.

WITNESS the hands of the authorized officers and the corporate seal of the Corporation.

Victoria Gooden, President

c/s

Peter S. Perfect, Secretary