

06-28-2000



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Commissioner of Patents and Trademarks,  
Washington, D.C. 20231

*Ben Trilla*  
Ben Trilla

6-5-00

PATENTS ONLY

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN RE PATENT/  
APPLICATION OF

: Westaim EL Canada Inc.

SERIAL NOS.

: 09/000,480 (+ 6 others)

PATENT NOS.

: 5,235,451 (+ 6 others)

ATTORNEY DOCKET NO.

: SMB 0 030 (VII)

Cleveland, Ohio 44114-2518  
June 6, 2000

**ASSIGNMENT TRANSMITTAL LETTER**

Commissioner of Patents  
and Trademarks  
Washington, DC 20231

Dear Sir:

Please record the attached original document or  
copy thereof.

1. Name of Party(ies) conveying an interest:

Westaim EL Canada Inc.

2. Name and Address of Party(ies) receiving an interest:

Name: Westaim Advanced Display Technologies Canada Inc.

Internal Address: \_\_\_\_\_

Address: 10102-114 Street

06/27/2000 JIALINE 00000034 5235451

01 FC:581

360.00 DP

PATENT  
REEL: 010871 FRAME: 0151



7. Amount of fee enclosed or authorized to be charged:

\$ 560.00 -- The Commissioner is hereby authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 06-0308.

8. Deposit Account Number (attached duplicate copy of this form if paying by Deposit Account): \_\_\_\_\_

DO NOT USE THIS SPACE

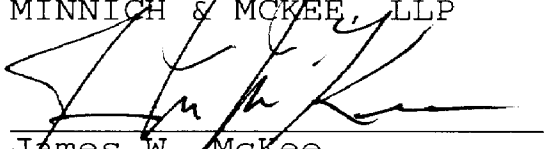
9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

FAY, SHARPE, FAGAN,  
MINNICH & MCKEE, LLP

Date: 6-6-00

  
James W. McKee  
Reg. No. 26,482  
1100 Superior Avenue  
Seventh Floor  
Cleveland, OH 44114-2518  
(216) 861-5582

Total number of pages including cover sheet, attachments and document:

16

**SCHEDULE**

<b><u>TITLE</u></b>	<b><u>APPLICATION NO.</u></b>	<b><u>PATENT NO.</u></b>
Flat Panel Detector for Radiation Imaging and Pixel for Use Therein	09/000,480	
Liquid Crystal Display Module	07/942,653	5,235,451
Electromagnetic Radiation Imaging Device Using Dual Gate Thin Film Transistors	08/693,184	5,780,858
Radiation Imaging Panel	08/776,140	5,869,837
Flat Panel Imaging Device	08/860,544	5,917,210
Read-Out Circuit for Active Matrix Imaging Arrays	08/930,749	
Integrated Analog Source Driver for Active Matrix Crystal Display	09/000,198	
Method and Apparatus of Operating a Dual Gate TFT Electromagnetic Radiation Imaging Device	09/000,484	
Method of Forming Self-Aligned Thin Film Transistor	09/000,153	6,043,113
Flat Panel Detector for Radiation Imaging with Reduced Electronic Noise	09/000,481	5,929,449
Semiconductor Switch Array with Electrostatic Discharge Protection and Method	09/000,479	

<b><u>TITLE</u></b>	<b><u>APPLICATION NO.</u></b>	<b><u>PATENT NO.</u></b>
Flat Panel Detector for Radiation Imaging with Reduced Trapped Charges	09/000,483	
High Resolution Flat Panel for Radiation Imaging	09/180,091	
High Resolution, Low Voltage Flat-Panel Radiation Imaging Sensors	08/841,492	5,930,591

# **NOTARIAL CERTIFICATE**

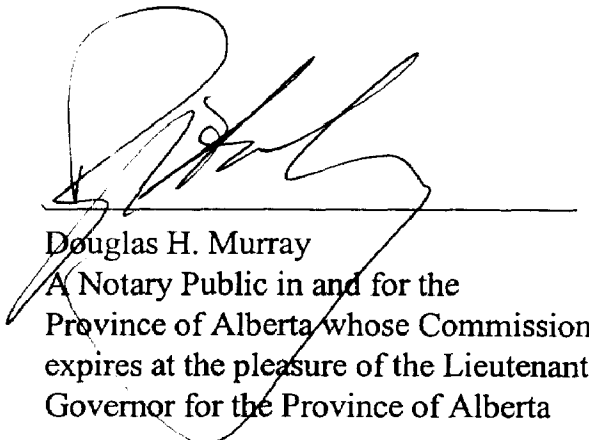
**TO ALL WHOM THESE PRESENTS MAY COME,  
BE SEEN OR KNOWN:**

I, DOUGLAS H. MURRAY, A NOTARY PUBLIC IN AND FOR THE PROVINCE OF ALBERTA, BY ROYAL AUTHORITY DULY APPOINTED, residing in Sherwood Park, in the said Province DO CERTIFY AND ATTEST that the paper writing hereunto annexed are TRUE COPIES of documents produced to me and purporting to be:

- 1) **Certificate of Amendment and Registration of Restated Articles and Articles of Amendment** dated June 29, 1998 effecting a change of name from Westaim EL Canada Inc. to Westaim Advanced Display Technologies Canada Inc.
- 2) **Certificate of Amendment and Articles of Amendment** dated November 5, 1998 effecting a change of name from Westaim Advanced Display Technologies Canada Inc. to Westaim Advanced Display Technologies Inc.

THE SAID COPIES having been compared by me with the said original document, an act whereof being requested, I HAVE GRANTED the same under my notarial form and seal of office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF, I have hereto subscribed my name and affixed my seal of office at Fort Saskatchewan, Alberta, the 8<sup>th</sup> day of February, 2000.



Douglas H. Murray  
A Notary Public in and for the  
Province of Alberta whose Commission  
expires at the pleasure of the Lieutenant  
Governor for the Province of Alberta

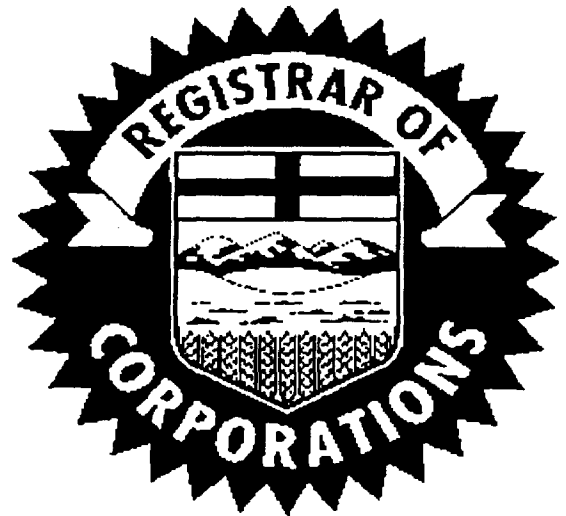


**BUSINESS CORPORATIONS ACT**

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

**WESTAIM ADVANCED DISPLAY TECHNOLOGIES CANADA INC.  
AMENDED ITS ARTICLES ON 1998/06/29.**

THE INFORMATION IN THIS  
DOCUMENT IS AN ACCURATE  
REPRODUCTION OF DATA  
CONTAINED WITHIN THE OFFICIAL  
RECORDS OF ALBERTA REGISTRIES.



# ALBERTA

## REGISTRIES

Corporate Registry

## ARTICLES OF AMENDMENT

1. Name of Corporation  WESTAIM EL CANADA INC.	2. Corporate Access Number:  207686726
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### 3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

I. Pursuant to section 167(1)(a) of the *Business Corporations Act* (Alberta) the Articles of the Corporation are hereby amended by changing the name of the Corporation from WESTAIM EL CANADA INC. to WESTAIM ADVANCED DISPLAY TECHNOLOGIES CANADA INC.

II. Pursuant to section 167(1)(d) of the *Business Corporations Act* (Alberta) (the "ABCA"), two new classes of shares are created, with each class being separate and distinct from the other classes. The following designations and descriptions of the classes of shares are added to Article 2 of the Articles of Incorporation:

#### Class "C" Preferred shares

One thousand (1,000) Class "C" Preferred shares (the "Class "C" shares") which, as a class, have and are subject to the following rights, privileges, restrictions and conditions:

#### 1. Issuance

The Class "C" shares shall be issued pursuant to one or more agreements (the "Agreements") made between one or more persons or partnerships (the "Vendors") and the Corporation, pursuant to which certain property (the "Property"), as specified in the Agreements, is sold by the Vendors and purchased by the Corporation as of a specified time (the "Effective Time").

#### 2. Stated Capital Account

Upon issuing the Class "C" shares, the Corporation shall add to the stated capital account for those shares such amount as may be determined pursuant to section 26(3) of the ABCA.

**FILED**  
JUNE 29/98 *ml*



**3. Non-Voting Feature**

Except where required under the ABCA, a holder of a Class "C" share shall not, as such, be entitled to receive notice of, to attend or to vote at meetings of shareholders of the Corporation.

**4. Redemption Price**

The Class "C" shares shall be redeemable at the option of the Corporation at an aggregate redemption price (the "Aggregate Redemption Price") equal to the amount by which the aggregate fair market value of the Property at the Effective Time exceeds the amount of any consideration other than shares (the "Non-Share Consideration") given by the Corporation to the Vendors for the Property pursuant to the Agreements, plus any declared and unpaid non-cumulative dividends and any unpaid cumulative dividends on the Class "C" shares. The redemption price (the "Unit Redemption Price") of each Class "C" share shall be equal to one-thousandth (1/1,000) of the Aggregate Redemption Price.

**5. Redemption Price Adjustment Clause**

If:

- (a) an accountant appointed by the Vendors and the Corporation certifies,
- (b) the Vendors and the Corporation acknowledge in writing, or
- (c) the Minister of National Revenue, the Provincial Treasurer of Alberta, the tax or fiscal authority of any other province or a court or tribunal of competent jurisdiction determines (and the Vendors and the Corporation have not objected to or appealed from the determination),

that the actual aggregate fair market value of the Property at the Effective Time (the "Redetermined FMV") is greater than or less than the amount which was previously understood by the Vendors and the Corporation to be the aggregate fair market value of the Property at the Effective Time, these Articles shall be deemed always to have been amended as necessary:

- (d) to substitute, for the Aggregate Redemption Price, the amount by which the Redetermined FMV exceeds the amount of the Non-Share Consideration, and
- (e) to make a corresponding adjustment in the Unit Redemption Price,

and this amendment shall be deemed always to have been included in these Articles.

**6. Redemption Procedure**

To redeem Class "C" shares, the Corporation shall give at least thirty (30) days' notice in writing of the redemption by mailing the notice to the registered holders of the Class "C" shares to be redeemed, specifying the date and place of redemption and the number of Class "C" shares to be redeemed. The notice may be given by prepaid post addressed to each holder of Class "C" shares at that holder's address as it appears in the records of the Corporation. If the notice is given by the Corporation and if an amount sufficient to redeem the specified Class "C" shares is deposited with a chartered bank or trust company in Canada, as specified in the notice, on or before the date fixed for redemption, those Class "C" shares are redeemed as of the date fixed for redemption and thereafter a holder of Class "C" shares specified in the notice, as such, has no rights against the Corporation except, upon surrendering the certificate for those shares, to receive payment of the Unit Redemption Price of each specified Class "C" share held by that holder, plus any declared and unpaid non-cumulative dividends and any unpaid cumulative dividends on that share.

**7. Retraction**

Each holder of a Class "C" share has the right (the "Right of Retraction"), exercisable by depositing his share certificate with the Corporation at its registered office, to require the Corporation to redeem the Class "C" share within thirty (30) days after the date on which the share certificate is deposited, for an amount equal to the Unit Redemption Price, plus any declared and unpaid non-cumulative dividends and any unpaid cumulative dividends on that share. The Corporation is not obligated to comply with this provision if, and so long as, the redemption would be contrary to any applicable law.

**8. Dividends - Before Exercise of Right of Retraction**

Until a holder of a Class "C" share has exercised his Right of Retraction, he shall in each financial period, in the discretion of the directors of the Corporation, be entitled, out of any or all profits or surplus available for dividends, to receive, in respect of each Class "C" share held by him, non-cumulative dividends at an annual rate (the "Specified Rate") that shall be expressed as a percentage of the Unit Redemption Price of the Class "C" share and shall be determined by the directors of the Corporation at or before the time the first Class "C" share is issued, such dividends to be payable on such date and at such place as the directors may determine. The directors may, from time to time in a particular financial period, declare part of the dividend for that financial

period, notwithstanding that the dividend for that financial period is not declared in full. Each dividend shall be non-cumulative whether or not earned, and if in any financial period the directors in their discretion do not declare the dividend or any part thereof, then the right of the holder to that dividend or a dividend greater than the dividend actually declared for that financial period shall be forever extinguished. A holder of a Class "C" share shall not be entitled to receive dividends on that share other than or in excess of the dividends provided for in this paragraph and the succeeding paragraph.

**9. Dividends - After Exercise of Right of Retraction**

If, after a holder of a Class "C" share has exercised his Right of Retraction, the Corporation has not redeemed that share (the "Unredeemed Share") within thirty (30) days after the date on which the share certificate was deposited, the holder of the Unredeemed Share shall thereafter in each financial period until the share is redeemed, be entitled, out of any or all profits or surplus available for dividends, to receive, as and when declared by the directors of the Corporation, fixed cumulative preferential dividends at the Specified Rate on the Unit Redemption Price of each Unredeemed Share held by him, payable annually on the last day of each financial period. If on any cumulative dividend payment date the cumulative dividend payable on that date is not paid in full on all Unredeemed Shares, the cumulative dividend, or the unpaid part thereof, shall be paid at a subsequent date, as and when declared by the directors. No dividend shall at any time be declared or paid on any other shares of the Corporation (except the shares of any other class whose entitlement to dividends ranks in priority to or on a parity with that of the Class "C" shares) unless all accrued cumulative dividends on the Unredeemed Shares shall have been declared and paid before that time.

**10. Dividends - Exclusion of Other Classes**

Subject to the rights of the shares of any other class whose entitlement to dividends ranks in priority to that of the Class "C" shares, dividends may be declared and paid on the Class "C" shares to the complete exclusion of the other classes of shares of the Corporation.

**11. Dividends on Other Classes**

No dividend shall at any time be declared or paid on any other shares of the Corporation (except the shares of any other class whose entitlement to dividends ranks in priority to that of the Class "C" shares) if there are reasonable grounds for believing that the Corporation is, or after the payment of that dividend would be, unable to pay the total of the Unit Redemption Prices of all Class "C" shares then issued and outstanding, plus any declared and unpaid non-cumulative dividends and any unpaid cumulative dividends on those Class "C" shares.

## **12. Minimum Purchase Price**

The Corporation shall not purchase, redeem or cancel a Class "C" share for a price less than the lesser of:

- (a) the Unit Redemption Price of the Class "C" share so purchased, redeemed or cancelled, and
- (b) the quotient obtained when:
  - (i) the amount by which the realizable value of the Corporation's property exceeds the aggregate of its liabilities immediately before the purchase, redemption or cancellation and the amount payable on the purchase, redemption or cancellation of the shares of any class whose entitlement on a purchase, redemption or cancellation ranks in priority to that of the Class "C" shares

is divided by the aggregate of:

- (ii) the number of issued and outstanding shares of any class, including the Class "C" shares, whose entitlement on a purchase, redemption or cancellation ranks on a parity with that of the Class "C" shares.

## **13. Liquidation, Dissolution or Winding-Up**

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, each holder of a Class "C" share shall be entitled to receive, before any distribution of any property of the Corporation among the holders of any other shares of the Corporation (except the shares of any other class whose entitlement on a liquidation, dissolution or winding-up ranks in priority to or on a parity with that of the Class "C" shares), an amount equal to, but not greater than, the total of the Unit Redemption Prices of the Class "C" shares held by him, plus any declared and unpaid non-cumulative dividends and any unpaid cumulative dividends on those Class "C" shares.

## **14. Ranking**

The rights, privileges and entitlements of a Class "C" share rank ratably and on a parity with those of all other Class "C" shares. Except where otherwise specifically stated, the rights, privileges and entitlements of the Class "C" shares rank:

- (a) in priority to the rights, privileges and entitlements of the common shares of any class,

- (b) in priority to the rights, privileges and entitlements of the preferred shares of any other class the first share of which is issued after the day on which the first Class "C" share is issued,
- (c) ratably and on a parity with the rights, privileges and entitlements of the preferred shares of any other class the first share of which is issued on the same day as the first Class "C" share is issued, and
- (d) in subordination to the rights, privileges and entitlements of the preferred shares of any other class the first share of which is issued before the day on which the first Class "C" share is issued.

## **15. Amendment**

Any amendment to the Articles of the Corporation to delete or vary any right, privilege, restriction or condition attaching to the Class "C" shares or to create a class of shares ranking in priority to or on a parity with the Class "C" shares, in addition to being authorized by special resolution, shall be authorized by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a meeting, duly called for that purpose, of the holders of each class of shares of the Corporation, voting separately as a class.

### **Class "D" Preferred shares**

An unlimited number of Class "D" Preferred shares (the "Class "D" shares") which, as a class, have and are subject to the following rights, privileges, restrictions and conditions:

#### **1. Issuance**

The Class "D" shares shall be issued in exchange for a subscription price to be paid in cash, the amount of which shall be determined by the directors of the Corporation at or before the time the first Class "D" share is issued. The subscription price of all the Class "D" shares shall be the same.

#### **2. Stated Capital Account**

Upon issuing a Class "D" share, the Corporation shall add to the stated capital account for those shares an amount equal to the subscription price for which the share was issued.

**3. Non-Voting Feature**

Except where required under the ABCA, a holder of a Class "D" share shall not, as such, be entitled to receive notice of, to attend or to vote at meetings of shareholders of the Corporation.

**4. Redemption Price**

Each Class "D" share shall be redeemable at the option of the Corporation at a redemption price (the "Redemption Price") equal to the subscription price for which the share was issued.

**5. Redemption Procedure**

To redeem Class "D" shares, the Corporation shall give at least thirty (30) days' notice in writing of the redemption by mailing the notice to the registered holders of the Class "D" shares to be redeemed, specifying the date and place of redemption and the number of Class "D" shares to be redeemed. The notice may be given by prepaid post addressed to each holder of Class "D" shares at that holder's address as it appears in the records of the Corporation. If the notice is given by the Corporation and if an amount sufficient to redeem the specified Class "D" shares is deposited with a chartered bank or trust company in Canada, as specified in the notice, on or before the date fixed for redemption, those Class "D" shares are redeemed as of the date fixed for redemption and thereafter a holder of Class "D" shares specified in the notice, as such, has no rights against the Corporation except, upon surrendering the certificate for those shares, to receive payment of the Redemption Price of each specified Class "D" share held by that holder, plus any declared and unpaid non-cumulative dividends and any unpaid cumulative dividends on that share.

**6. Dividends**

A holder of a Class "D" share shall in each financial period, in the discretion of the directors of the Corporation, be entitled, out of any or all profits or surplus available for dividends, to receive, in respect of each Class "D" share held by him, non-cumulative dividends at an annual rate that shall be expressed as a percentage of the Redemption Price of the Class "D" share and shall be determined by the directors of the Corporation at or before the time the first Class "D" share is issued, such dividends to be payable on such date and at such place as the directors may determine. The directors may, from time to time in a particular financial period, declare part of the dividend for that financial period, notwithstanding that the dividend for that financial period is not declared in full. Each dividend shall be non-cumulative whether or not earned, and if in any financial period the directors in their discretion do not declare the dividend or any

part thereof, then the right of the holder to that dividend or a dividend greater than the dividend actually declared for that financial period shall be forever extinguished. A holder of a Class "D" share shall not be entitled to receive dividends on that share other than or in excess of the dividends provided for in this paragraph.

**7. Dividends - Exclusion of Other Classes**

Subject to the rights of the shares of any other class whose entitlement to dividends ranks in priority to that of the Class "D" shares, dividends may be declared and paid on the Class "D" shares to the complete exclusion of the other classes of shares of the Corporation.

**8. Liquidation, Dissolution or Winding-Up**

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, each holder of a Class "D" share shall be entitled to receive, before any distribution of any property of the Corporation among the holders of any other shares of the Corporation (except the shares of any other class whose entitlement on a liquidation, dissolution or winding-up ranks in priority to or on a parity with that of the Class "D" shares), an amount equal to, but not greater than, the total of the Redemption Prices of the Class "D" shares held by him, plus any declared and unpaid non-cumulative dividends and any unpaid cumulative dividends on those Class "D" shares.

**9. Ranking**

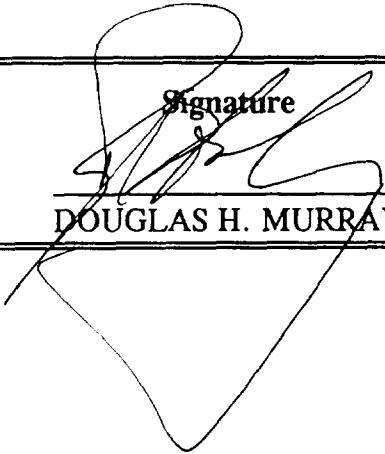
The rights, privileges and entitlements of a Class "D" share rank ratably and on a parity with those of all other Class "D" shares. Except where otherwise specifically stated, the rights, privileges and entitlements of the Class "D" shares rank:

- (a) in priority to the rights, privileges and entitlements of the common shares of any class,
- (b) in priority to the rights, privileges and entitlements of the preferred shares of any other class the first share of which is issued after the day on which the first Class "D" share is issued,
- (c) ratably and on a parity with the rights, privileges and entitlements of the preferred shares of any other class the first share of which is issued on the same day as the first Class "D" share is issued, and

- (d) in subordination to the rights, privileges and entitlements of the preferred shares of any other class the first share of which is issued before the day on which the first Class "D" share is issued.

**10. Amendment**

Any amendment to the Articles of the Corporation to delete or vary any right, privilege, restriction or condition attaching to the Class "D" shares or to create a class of shares ranking in priority to or on a parity with the Class "D" shares, in addition to being authorized by special resolution, shall be authorized by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a meeting, duly called for that purpose, of the holders of each class of shares of the Corporation, voting separately as a class.

Date	Signature	Title
June <u>26</u> , 1998	 DOUGLAS H. MURRAY	Assistant Corporate Secretary

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