

**IMAX CORPORATION**

**EXHIBIT 3.1**

**Restated Articles of Incorporation**



Industry Canada

Industrie Canada

**Restated Certificate of Incorporation**

**Canada Business Corporations Act**

**Certificat de constitution à jour**

**Loi canadienne sur les sociétés par actions**

**IMAX CORPORATION**

Corporate name / Dénomination sociale

**399473-2**

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

JE CERTIFIE que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.


Marcie Girouard

Director / Directeur

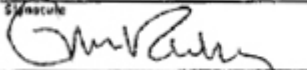
**2013-07-30**

Date of Restatement (YYYY-MM-DD)  
Date de constitution à jour (AAAA-MM-JJ)



 Industry Canada / Industrie Canada Canada Business Corporations Act / Loi canadienne sur les sociétés par actions		<b>FORM 7</b> <b>RESTATED ARTICLES OF INCORPORATION</b> <b>(SECTION 130)</b>	<b>FORMULAIRE 7</b> <b>STATUTS CONSTITUTIFS MIS À JOUR</b> <b>(ARTICLE 130)</b>
1 - Name of the Corporation - Dénomination sociale de la société <b>IMAX CORPORATION</b>		Corporation No. - N° de la société <b>399473-2</b>	
2 - The province or territory in Canada where the registered office is situated <b>Ontario</b>		La province ou le territoire au Canada où est situé le siège social	
3 - The classes and any maximum number of shares that the corporation is authorized to issue The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Special Shares, issuable in series. Schedule I sets forth the rights, privileges, restrictions and conditions of such shares.		Catégories et tout nombre maximal d'actions que la société est autorisée à émettre	
4 - Restrictions, if any, on share transfers <b>None.</b>		Restrictions sur le transfert des actions, s'il y a lieu	
5 - Number (or minimum and maximum number) of directors Minimum: 1, Maximum: 15		Nombre (ou nombre minimal et maximal) d'administrateurs	
6 - Restrictions, if any, on business the corporation may carry on <b>None.</b>		Limites imposées à l'activité commerciale de la société, s'il y a lieu	
7 - Other provisions, if any See Schedule II attached hereto.		Autres dispositions, s'il y a lieu	

These restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation. / Cette mise à jour des statuts constitutifs démontre exactement, sans changement substantiel, les dispositions correspondantes des statuts constitutifs modifiés qui remplacent les statuts constitutifs originaux.

Signature 	Printed Name - Nom en lettres imprimées <b>G. Mary Ruby</b>	8 - Capacity or - En qualité de <b>Chief Administrative Officer and Corporate Secretary</b>	9 - Tel. No. - N° de tél.
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**SCHEDULE I**

## 1. Common Shares

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

- (a) *Payment of Dividends:* The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or ratably with the holders of the Common Shares, the Board of Directors may in their sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.
- (b) *Participation upon Liquidation, Dissolution or Winding-Up:* In the event of the liquidation, dissolution or winding-up of the Corporation, or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or ratably with the holders of the Common Shares, be entitled to participate ratably in any distribution of the assets of the Corporation.
- (c) *Voting Rights:* The holders of the Common Shares shall be entitled to receive notice of an to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

## 2. Special Shares

The rights, privileges, restrictions and conditions attaching to the Special Shares are as follows;

- (a) *Series:* The Special Shares may at any time or from time to time be issued in one or more series. The Board of Directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of Special Shares.
- (b) *Priority:* The Special Shares shall be entitled to priority over the Common Shares and all other shares ranking junior to the Special Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.
- (c) *Voting Rights:* Except as otherwise provided by law, the holders of the Special Shares shall not, as such, be entitled to receive notice of or to attend any

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meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. Without limiting the generality of the foregoing, the holders of the Special Shares shall not be entitled to vote separately as a class on any proposal to amend the Articles of the Corporation to:

- (i) increase or decrease any maximum number of authorized Special Shares, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the Special Shares; or
- (ii) effect an exchange, reclassification or cancellation of all or part of the Special Shares; or
- (iii) create a new class of shares equal or superior to the Special Shares.

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- 2 -

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**SCHEDULE II**

1. The number of directors of the Corporation at any time shall be such number within the minimum and maximum number of directors set forth in the articles of the Corporation as is determined from time to time by resolution of the directors in light of the Corporation's contractual obligations in effect from time to time.
2. Subject to the Canada Business Corporations Act and the Corporation's contractual obligations then in effect, the directors may fill any vacancies among the directors, whether arising due to an increase in the number of directors within the minimum and maximum number of directors set forth in the articles of the Corporation or otherwise.
3. Directors elected at a meeting of shareholders will hold offices until the next annual meeting of shareholders or until their successors are elected or appointed.
4. Meetings of shareholders may be held in New York, New York; Los Angeles, California; Santa Monica, California; San Diego, California; Chicago, Illinois; Houston, Texas; San Antonio, Texas; Dallas, Texas; Philadelphia, Pennsylvania; Phoenix, Arizona; Detroit, Michigan; and Washington, DC; or in any place in Canada that the directors from time to time determine.

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