

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	Articles of Amalgamation			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Palliser Furniture Ltd.		07/01/2009	CORPORATION: CANADA
	Palliser Furniture Realty Holdings Ltd.		07/01/2009	CORPORATION: CANADA
	6327362 Canada Ltd.		07/01/2009	CORPORATION: CANADA
	EQ3 Holdings Ltd.		07/01/2009	CORPORATION: CANADA
	EQ3 Franchise Holdings Ltd.		07/01/2009	CORPORATION: CANADA
RECEIVING PARTY DATA				
Name:	Palliser Furniture Ltd.			
Street Address:	70 Lexington Park			
City:	Winnipeg, Manitoba			
State/Country:	CANADA			
Postal Code:	R2G 4H2			
Entity Type:	CORPORATION: CANADA			
PROPERTY NUMBERS Total: 1				
	Property Type	Number	Word Mark	
	Registration Number:	3105478	EQ3	
CORRESPONDENCE DATA				
Fax Number:	3176377561			
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3176343456			
Email:	docketdept@uspatent.com			
Correspondent Name:	James M. Durlacher			
Address Line 1:	111 Monument Circle, Suite 3700			
Address Line 4:	Indianapolis, INDIANA 46204			
ATTORNEY DOCKET NUMBER:	16482-32			

OP \$40.00 3105478

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:	Gail Mercer, Legal Assistant
Signature:	/Gail Mercer/
Date:	12/18/2012

Total Attachments: 13

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Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

**Palliser Furniture Ltd.**

**452418-7**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

July 1, 2009 / le 1 juillet 2009

Date of Amalgamation - Date de fusion

Canada



FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 -- Name of the Amalgamated Corporation

Dénomination sociale de la société issue de la fusion

Palliser Furniture Ltd.

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address)

La province ou le territoire au Canada où se situera le siège social (n'indiquez pas l'adresse complète)

Manitoba

3 -- The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The annexed Schedule A is incorporated in this form.

4 -- Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

No share or shares of the Corporation shall be transferred without the approval of the directors of the Corporation expressed either by resolution or by an instrument or instruments in writing.

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: 1

Maximum: 20

Minimal: 1

Maximal: 20

6 -- Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

Nil

7 -- Other provisions, if any

Autres dispositions, s'il y a lieu

The annexed Schedule B is incorporated in this form.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183

184(1)

184(2)

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
Palliser Furniture Ltd.	345094-5	
Palliser Furniture Realty Holdings Ltd.	643523-8	
6327362 Canada Ltd.	632736-2	
EQ3 Holdings Ltd.	417119-5	
EQ3 Franchise Holdings Ltd.	417118-7	

Note:

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota:

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois ou de ces deux peines (paragraphe 250(1) de la LCSA).

THIS IS SCHEDULE "A" attached to and forming part of the Articles of Amalgamation of **PALLISER FURNITURE LTD.** (the "*Corporation*").

3. The classes and any maximum number of shares that the Corporation is authorized to issue:

An unlimited number of Class A preference shares, an unlimited number of Class B preference shares, 100 Class C preference shares, 100 Class D preference shares, 100 Class E preference shares, 100 Class F preference shares, 1,000,000 Class G preference shares, 1,000,000 Class H preference shares, 1,000,000 Class I preference shares, an unlimited number of Class A common shares and an unlimited number of Class B common shares.

The rights, privileges, restrictions and conditions attaching to the shares, if any:

(a) The holders of the Class A preference shares shall not be entitled to receive any payment of dividends.

In priority to the Class A common shares, Class B common shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares and any other shares ranking junior to the Class B preference shares, the holders of the Class B preference shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% and no less than 1% of the redemption price of the Class B preference shares divided ratably amongst the holders of Class B preference shares.

Subject to the prior rights of the Class B preference shares, but in priority to the Class A common shares, Class B common shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares and any other shares ranking junior to the Class C preference shares, the holders of the Class C preference shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class C preference shares divided ratably amongst the holders of Class C preference shares.

Subject to the prior rights of the Class B preference shares and Class C preference shares, but in priority to the Class A common shares, Class B common shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares and any other shares ranking junior to the Class D preference shares, the holders of the Class D preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class D preference shares divided ratably amongst the holders of the Class D preference shares.

Subject to the prior rights of the Class B preference shares, Class C preference shares and Class D preference shares, but in priority to the Class A common shares, Class B common shares, Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares and any other shares ranking junior to the Class E preference shares, the holders of the Class E preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class E preference shares divided ratably amongst the holders of the Class E preference shares.

Subject to the prior rights of the Class B preference shares, Class C preference shares, Class D preference shares and Class E preference shares but in priority to the Class A common shares, Class B common shares, Class G preference shares, Class H preference shares, Class I preference shares and any other shares ranking junior to the Class F preference shares, the holders of the Class F preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class F preference shares divided ratably amongst the holders of the Class F preference shares.

Subject to the prior rights of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares but in priority to the Class A common shares, Class B common shares, Class H preference shares, Class I preference shares and any other shares ranking junior to the Class G preference shares, the holders of the Class G preference shares shall be entitled to receive and the

Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class G preference shares divided ratably amongst the holders of the Class G preference shares.

Subject to the prior rights of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares and Class G preference shares but in priority to the Class A common shares, Class B common shares, Class I preference shares and any other shares ranking junior to the Class H preference shares, the holders of the Class H preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class H preference shares divided ratably amongst the holders of the Class H preference shares.

Subject to the prior rights of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares and Class H preference shares but in priority to the Class A common shares, Class B common shares and any other shares ranking junior to the Class I preference shares, the holders of the Class I preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class I preference shares divided ratably amongst the holders of the Class I preference shares.

If, within six months after the expiration of any fiscal year of the Corporation, the Board in its discretion has not declared a dividend on the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares or Class I preference shares for the fiscal year, then the rights of the holders of the shares of that class to any dividend for that year shall be forever extinguished. The holders of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares shall not be entitled to any dividends other than those provided by this subparagraph.

Subject to the prior rights of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares, the holders of the Class A common shares and Class B common shares shall be entitled to dividends as and when declared by the Corporation divided ratably amongst the holders of common shares. No dividends shall be declared on the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares, Class A common shares and Class B common shares if there are reasonable grounds for believing that the realizable value of the Corporation's assets would thereby be less than the aggregate of its liabilities, the stated capital of the issued and outstanding Class A common shares, Class B common shares and the aggregate redemption price of the issued and outstanding Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares.

- (b) The holders of the Class A preference shares shall be entitled to notice of, to attend at and to cast 10 votes for each such share held at all meetings of shareholders. The holders of Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares shall not be entitled to notice of nor to attend and vote at any meetings of shareholders except as may be required by law.
- (c) The holders of the Class A common shares of the Corporation shall be entitled to notice of, to attend at and to cast one (1) vote for each such share held at all meetings of shareholders. The holders of the Class B common shares shall not be entitled to notice of nor to attend and vote at any meetings of shareholders except as may be required by law. In all other respects, however the Class A common shares and Class B common shares shall rank equally, *pari passu*.
- (d) The "redemption price", where used in these Articles with respect to the Class A preference shares, means the sum of \$0.10 per share.

The "redemption price", where used in these Articles with respect to the Class B preference shares means the sum of \$1.00 per share.



The "redemption price", where used in these Articles with respect to the Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares or Class I preference shares means an amount per share equal to the aggregate fair market value (the "*Fair Market Value*") of the consideration received by the Corporation (less the amount of any liabilities assumed by the Corporation on the transaction giving rise to the issuance) for the issuance of shares of that class divided by the number of shares of that class issued and outstanding. The Fair Market Value and the redemption price for the Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares shall be determined by the Board in consultation with the Corporation's accounting advisors forthwith following their issuance. The Fair Market Value so determined shall be final and binding on the Corporation and all shareholders of the Corporation, provided that if:

- (i) there shall be issued to either the Corporation or any shareholder of the Corporation a notice of assessment or reassessment pursuant to any taxing statute, which assessment or reassessment is based upon an assumption of fact or a finding by any taxing authority that the Fair Market Value of those shares at the date of their issuance was more or less than the amount thus determined by the Board; or
- (ii) any taxing authority notifies either the Corporation or any shareholder that it intends to issue such notice of assessment or reassessment;

then, subject to the rights of the Corporation and the shareholder, if any, to object to or appeal such assessment to any authority, board or Court of competent jurisdiction, the Fair Market Value shall conclusively be deemed to be and to have always been the value as finally agreed to between the taxing authority and the Corporation and the shareholder, or, where either the Corporation or the shareholder has objected to or appealed any such assessment or reassessment, the value as determined by the highest level of authority, board or Court to which such objection or appeal is taken. The redemption price determined accordingly shall conclusively be deemed to be and to have always been the redemption price of the Class C preference shares, Class D preference shares, Class E preference shares, Class F preference

shares, Class G preference Shares, Class H preference shares or Class I preference shares, as the case may be.

(e) Subject to the provisions of subsection 34(2) of the *Canada Business Corporations Act*, the Corporation may, upon giving notice as herein provided, redeem at any time the whole or, from time to time, any part of the then outstanding Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares on payment for each share to be redeemed of the redemption price for such shares together with an amount equal to all dividends declared thereon but unpaid.

(f) When redeeming Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares under the provisions of clause (e) hereof, the Corporation shall, at least 20 days before the date specified for redemption, mail to each registered holder thereof a notice in writing of the intention of the Corporation to redeem. The notice shall be sent by prepaid mail addressed to each shareholder at his last known address. Accidental failure to give notice to one or more shareholders shall not invalidate the redemption. The notice shall set out the redemption price, the effective redemption date and, if part only of that class of preference shares are to be redeemed, the number to be redeemed.

On or after the date so specified for redemption the Corporation shall pay or cause to be paid the redemption price to or to the order of the registered holders of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares to be redeemed, upon surrender of the appropriate share certificate(s) at the registered office of the Corporation or at any other place designated in the notice. If a part only of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

From the date specified in any such notice, the holders of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares called for redemption shall cease to be entitled to the receipt of any further dividends and to exercise any of the rights of shareholders with respect to those shares, unless the Corporation fails to make payment of the redemption price in accordance with the foregoing provisions, in which latter event the rights of the shareholders shall remain unaffected.

The Corporation may, at any time after the mailing of notice of its intention to redeem any Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares deposit the redemption price or of such of them as are represented by certificates that have not been surrendered by the date of such deposit, to a special account in any chartered bank or trust company in Canada named in the notice of redemption, to be paid without interest to or to the order of the respective holders of the shares upon surrender to that bank or trust company of the appropriate share certificate(s). Upon that deposit being made, or upon the date specified for redemption in the notice, whichever is the later, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares in respect of which the deposit has been made shall be redeemed and the rights of the holders thereof shall be limited to receiving, without interest, their proportionate part of the total redemption price thus deposited, against surrender of the certificates for their shares to be redeemed.

- (g) Subject to the provisions of subsection 34(2) of the *Canada Business Corporations Act*, the Corporation shall, at any time upon being given notice pursuant to subparagraph (h) hereof, redeem the whole or any part of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares or Class I preference shares then owned by any shareholder, by paying for each share to be redeemed an amount equal to the redemption price for such shares together with an amount equal to all dividends declared thereon but unpaid.

- (h) The retraction right provided by subparagraph (g) hereof may be exercised by the holder of any Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares, at any time and from time to time, by notice in writing sent by registered mail to the Corporation at its registered office, accompanied by the certificate(s) representing Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares that the holder wishes to be redeemed. That notice shall be signed by the person registered on the records of the Corporation as the holder of the shares in question, or by his duly authorized attorney, and shall specify the number of Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares that the holder wishes to have redeemed. Within fourteen days after the date of mailing of that notice, the Corporation shall pay or cause to be paid the redemption price of the shares to or to the order of the registered holder. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.
- (i) Upon the liquidation, dissolution or winding-up of the Corporation,
- (i) the holders of the Class A preference shares shall be entitled to receive an amount equal to the redemption price of those shares in priority to the holders of all other classes of the Corporation, and no more;
  - (ii) the holders of the Class B preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, and no more;

- (iii) the holders of the Class C preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares and Class B preference shares, and no more;
- (iv) the holders of the Class D preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares and Class C preference shares, and no more;
- (v) the holders of the Class E preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class F preference shares, Class G preference shares, Class H preference shares, Class I preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares and Class D preference shares, and no more;
- (vi) the holders of the Class F preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class G preference shares, Class H preference shares, Class I preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares and Class E preference shares, and no more;
- (vii) the holders of the Class G preference shares shall be entitled to receive an amount equal to the redemption price

of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class H preference shares, Class I preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares, and no more;

- (viii) the holders of the Class H preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class I preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares and Class G preference shares, and no more;
- (ix) the holders of the Class I preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares and Class H preference shares, and no more;
- (x) the holders of the Class A common shares and Class B common shares shall be entitled to receive all other assets of the Corporation divided ratably amongst the holders of the Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class G preference shares, Class H preference shares and Class I preference shares.

THIS IS SCHEDULE "B" attached to and forming part of the Articles of Amalgamation of **PALLISER FURNITURE LTD.** (the "*Corporation*").

7. Other provisions, if any, are:

- (a) Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may purchase or otherwise acquire any shares issued by it.
- (b) The number of shareholders in 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 owners of one or more shares being counted as one shareholder.
- (c) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (d) The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation and such lien may be enforced in the manner from time to time provided for in the Corporation's by-laws.