

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/04/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	GFL Environmental Corporation		11/04/2013
			Entity Type
			CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	GFL Environmental Inc.		
Street Address:	125 Villarboit Crescent, Suite 2		
City:	Vaughan, Ontario		
State/Country:	CANADA		
Postal Code:	L4K4K2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	4394608	GFL GREEN FOR LIFE
CORRESPONDENCE DATA			
Fax Number:	2125894201		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2125894200		
Email:	rhorowitz@bakerlaw.com		
Correspondent Name:	Robert B.G. Horowitz, Esq.		
Address Line 1:	45 Rockefeller Plaza		
Address Line 4:	New York, NEW YORK 10111		
ATTORNEY DOCKET NUMBER:	045036.000002		
DOMESTIC REPRESENTATIVE			
Name:	Robert B.G. Horowitz, Esq.		

CH \$40.00 4394608

Address Line 1: 45 Rockefeller Plaza  
Address Line 4: New York, NEW YORK 10111

NAME OF SUBMITTER: Kimberly M. Maynard

Signature: /Kimberly M. Maynard/

Date: 11/21/2013

**Total Attachments: 7**

source=GFL Environmental Inc Certificate and Articles of Amalgamation#page1.tif  
source=GFL Environmental Inc Certificate and Articles of Amalgamation#page2.tif  
source=GFL Environmental Inc Certificate and Articles of Amalgamation#page3.tif  
source=GFL Environmental Inc Certificate and Articles of Amalgamation#page4.tif  
source=GFL Environmental Inc Certificate and Articles of Amalgamation#page5.tif  
source=GFL Environmental Inc Certificate and Articles of Amalgamation#page15.tif  
source=GFL Environmental Inc Certificate and Articles of Amalgamation#page16.tif



Ministry of  
Government Services

Ministère des  
Services gouvernementaux

**Ontario**  
**CERTIFICATE**  
This is to certify that these articles  
are effective on

**CERTIFICAT**  
Ceci certifie que les présents statuts  
entrent en vigueur le

Ontario Corporation Number  
Numéro de la société en Ontario

**1905539**

**NOVEMBER 04 NOVEMBRE, 2013**

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

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

G	F	L		E	N	V	I	R	O	N	M	E	N	T	A	L		I	N	C	.																			

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

125 Villarboit Crescent, Suite 2

Street & Number or R.R. Number & 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

Vaughan

ONTARIO

L 4 K 4 K 2

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

Postal Code/Code postal

3. Number of directors is: Fixed number  OR minimum and maximum  1  10  
Nombre d'administrateurs : Nombre fixe  OU minimum et maximum

4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State "Yes" or "No" Résident canadien Oui/Non
Dino Chiesa	171 Old Forest Hill Road, Toronto, Ontario, Canada M6C 2G7	Yes
Patrick Dovigi	45 Strathearn Road, Toronto, Ontario, Canada M6C 1R5	Yes
Jeffrey J. Keenan	1236 Springdale Road NE, Atlanta, Georgia, U.S.A. 30306	No

4. The director(s) is/are:  
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Michael K. Lee	1755 Buckhead Lane, Atlanta, Georgia, U.S.A. 30324	No
Craig E. Orenstein	33 Charles Street East, Suite 1203, Toronto, Ontario, Canada M4Y 0A2	Yes
Christopher Payne	71 Baby Point Crescent, Toronto, Ontario, Canada M6S 2B7	Yes

5. Method of amalgamation, check A or B  
 Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.  
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or  
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

**GFL Environmental Corporation**

and are more particularly set out in these articles.  
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
GFL Environmental Corporation	1745491	2013	11	04
GFL Environmental Inc.	1887898	2013	11	04
Lafleche LeBlanc Soil Recycling Inc.	1900374	2013	11	04
Ontario Soil Recycling-Dorchester Inc.	2305231	2013	11	04

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of Preferred Shares, an unlimited number of Class A Common shares, an unlimited number of Class B Common Shares, an unlimited number of Class C Common Shares and an unlimited number of common shares.

8. 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:

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 :

See attached pages 1A to 1F.

**CERTIFIED RESOLUTION OF THE DIRECTORS**  
**OF**  
**GFL ENVIRONMENTAL CORPORATION**  
**(the "Corporation")**

**RECITAL**

The Corporation has agreed to amalgamate with its wholly-owned subsidiary GFL Environmental Inc. ("GFL Inc.") and GFL Inc.'s wholly-owned subsidiaries Lafleche LeBlanc Soil Recycling Inc. ("Lafleche") and Ontario Soil Recycling-Dorchester Inc. ("Dorchester") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").


**RESOLVED THAT**

1. The Corporation is authorized to amalgamate with GFL Inc., Lafleche and Dorchester under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of GFL Inc., Lafleche and Dorchester shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
3. The articles of amalgamation shall be the same as the articles of the Corporation, except the name of the amalgamated corporation shall be "GFL Environmental Inc."
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
5. The unanimous shareholders agreement of the amalgamated corporation shall be the same as the unanimous shareholders agreement of the Corporation.
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
7. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.



In my capacity as a director of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on November 4, 2013. The resolution is still in full force and effect, unamended as of today's date.

DATED November 4, 2013.



---

Name: Patrick Dovi  
Title: Director