

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM418104

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2009
RESUBMIT DOCUMENT ID:	900394598

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bailey Metal Products Limited		11/30/2009	Company: CANADA

RECEIVING PARTY DATA

Name:	Bailey Metal Products Limited
Street Address:	One Caldari Road
City:	Toronto
State/Country:	CANADA
Postal Code:	L4K 3Z9
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2018612	GOLDLINE

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

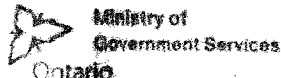
Email: ipassistant@dennisonIP.com
Correspondent Name: Dennison Associates
Address Line 1: 133 Richmond Street West, Suite 301
Address Line 4: Toronto, CANADA M5H 2L7

ATTORNEY DOCKET NUMBER:	TR-8833US
NAME OF SUBMITTER:	Frank Farfan
SIGNATURE:	/Frank Farfan/
DATE SIGNED:	03/02/2017

Total Attachments: 25

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Ministère des
Services gouvernementaux

1812482

CERTIFICATE
This is to certify that these articles
are effective on

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

DECEMBER 01 DÉCEMBRE, 2009

K. Oly
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):

B	A	I	L	E	Y	M	E	T	A	L	P	R	O	D	U	C	T	S	L	I	M	I	T	E	D

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

808-1 Toronto Street, P.O. Box 19

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

Toronto, Ontario

ONTARIO

M 5 C 2 V 6

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

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs:

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1	7
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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 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
David H. Hunt	R.R. #1, Kettleby, Ontario L0G 1J0	Yes
Stuart B. Hunt	8 Weybridge Court, Toronto, Ontario M9B 2Y7	Yes
Angelo Sarracini Catherine Acs	16890 Jane Street, Kettleby, Ontario L0G 1J0 54 Valecrest Drive, Toronto, Ontario M9A 4P5	Yes 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

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

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
BAILEY METAL PRODUCTS LIMITED	1328098	2009	11	30
DIETRICH METAL FRAMING CANADA, INC.	1637208	2009	11	30

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.

There are no restrictions on the business the corporation may carry on or on the powers the corporation may exercise.

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 :

The authorized capital of the corporation shall consist of an unlimited number of common shares without par value, twelve thousand five hundred and six (12,506) Class B special shares without par value, twelve thousand five hundred (12,500) Class C special shares without par value, and unlimited number of Class D special shares without par value, an unlimited number of Class E special shares without par value and an unlimited number of Class F special shares without par value.

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 pages 4A-4K attached.

1. The rights, privileges, restrictions and conditions attaching to the Class B special shares are as follows:
 - (a) For the purpose of this Section 1 the term "redemption price" shall mean the sum of \$8.983.
 - (b) The holders of the Class B special shares, in preference and priority to any payment of dividends on the Class D special shares, Class E special shares, Class F special shares and common shares, but subject always to dividends calculated in like manner at the same time being declared and paid on the Class C special shares, shall in each year in the discretion of the Board of Directors be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of ten percent (10%) per annum on the amount paid up on the Class B special shares; the holders of the Class B special shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;
 - (c) The Class B special shares shall rank equally with the Class C special shares, both as regards to dividends at the rate of ten percent (10%) per annum and repayment of capital at the redemption price, in priority to the Class D special shares, Class E special shares, Class F special shares and common shares, but shall not confer any further right to participate in profits or assets of the Corporation;
 - (d) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or part of the Class B special shares on payment for each share to be redeemed of the redemption price, together with all dividends declared thereon and unpaid; not less than thirty (30) days notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class B special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of the certificates for such shares, to receive payment therefore out of the monies so deposited.
 - (e) Any holder of the Class B special shares is entitled, at his option, upon giving notice as hereinafter provided at any time, to have the whole or any part of the

Class B special shares held by him redeemed by the Corporation and to receive payment for each share to be redeemed of the amount equal to the redemption price, together with all dividends declared thereon and unpaid; not less than thirty (30) days' notice in writing of the exercise of his right to be redeemed shall be given by the holder of the Class B special shares by mailing to the Corporation such notice together with the certificate or certificates representing the Class B special shares in respect of which the holder desires to exercise such right and such notice shall be signed by the person registered on the books of the Corporation as the holder of the Class B special shares in respect of which such right is being exercised, or by his duly authorized attorney and shall specify the number of Class B special shares which the holder desires to have redeemed; upon receipt of such notice the Corporation shall notify such holder of the trust company or chartered bank in Canada at which an amount sufficient to redeem the Class B special shares will be deposited and such amount shall be deposited as specified in the said notice on or before the date specified for redemption by such holder; dividends on the Class B special shares to be redeemed shall cease after the date specified for redemption and the holder thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of the certificate or certificates for such Class B special shares, to receive payment therefor out of the monies so deposited; if less than all of the Class B special shares represented by any certificate are to be redeemed, the holder is entitled to receive a new certificate for the Class B special shares which are not to be redeemed;

- (f) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class B special shares and the holders of the Class C special shares shall be entitled to receive, rateably, before any distribution of any part of the assets of the Corporation among the holders of the Class D special shares, Class E special shares, Class F special shares and common shares, the redemption price (of the Class B special shares or the Class C special shares, as the case may be) and any dividends declared thereon and unpaid and no more;
- (g) The holders of the Class B special shares on the record date for voting, if any, shall be entitled to one (1) vote for each Class B special share held by them at all shareholders' meetings;
- (h) Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class B special shares or to create preference shares ranking in priority to

or on a parity which the Class B special shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class B special shares duly called for that purpose.

2. The rights, privileges, restrictions and conditions attaching to the Class C special shares are as follows:
 - (a) For the purpose of this Section 2, the term "redemption price" shall mean the sum of \$117,389.99.
 - (b) The holders of the Class C special shares, in preference and priority to any payment of dividends on the Class D special shares, Class E special shares, Class F special shares and common shares, but subject always to dividends calculated in like manner being declared and paid at the same time on the Class B special shares, shall in each year in the discretion of the Board of Directors be entitled out of any or all profits or surplus available for dividends to non-cumulative dividends at the rate of ten percent (10%) per annum on the amount paid up on the Class C special shares; the holders of the Class C special shares shall not be entitled to any dividends other than or in excess of the dividends herein before provided for;
 - (c) The Class C special shares shall rank equally with the Class B special shares, both as regards to dividends at the rate of ten percent (10%) per annum and repayment of capital at the redemption price, in priority to the Class D special shares, Class E special shares, Class F special shares and common shares, but shall not confer any further right to participate in profits or assets of the Corporation.
 - (d) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or part of the Class C special shares on payment for each share to be redeemed of the redemption price, together with all dividends declared thereon and unpaid; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class C special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect

thereof except, upon the surrender of the certificates for such shares to receive payment therefor out of the monies so deposited;

- (e) Any holder of the Class C special shares is entitled, at his option, upon giving notice as hereinafter provided at any time, to have the whole or any part of the Class C special shares held by him redeemed by the Corporation and to receive payment for each share to be redeemed of the amount equal to the redemption price, together with all dividends declared thereon and unpaid; not less than thirty (30) days' notice in writing of the exercise of his right to be redeemed shall be given by the holder of the Class C special shares by mailing to the Corporation such notice together with the certificate or certificates representing the Class C special shares in respect of which the holder desires to exercise such right and such notice shall be signed by the person registered in the books of the Corporation as the holder of the Class C special shares in respect of which such right is being exercised, or by his duly authorized attorney and shall specify the number of Class C special shares which the holder desires to have redeemed; upon receipt of such notice the Corporation shall notify such holder of the trust company or chartered bank in Canada at which an amount sufficient to redeem the Class C special shares will be deposited and such amount shall be deposited as specified in the said notice on or before the date specified for redemption by such holder; dividends on the Class C special shares to be redeemed shall cease after the date specified for redemption and the holder thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of the certificate or certificates for such Class C special shares, to receive payment therefor out of the monies so deposited; if less than all of the Class C special shares represented by any certificate are to be redeemed, the holder is entitled to receive a new certificate for the Class C special shares which are not to be redeemed;
- (f) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class C special shares and the holders of the Class B special shares shall be entitled to receive, rateably, before any distribution of any part of the assets of the Corporation among the holders of the Class D special shares, Class E special shares, Class F special shares and common shares, the redemption price of the Class C special shares or the Class B special shares, as the case may be, and any dividends declared thereon and unpaid and no more;
- (g) The holders of the Class C special shares on the record date for voting, if any, shall be entitled to one (1) vote for each Class C special share held by them at all shareholders' meetings;

- (h) Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class C special shares or to create preference shares ranking in priority to or on a parity with the Class C special shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class C special shares duly called for that purpose.
3. The rights, privileges, restrictions and conditions attaching to the Class D special shares are as follows:
- (a) The Class D special shares shall be entitled to participate in any dividends which, in the discretion of the Board of Directors, may be declared and paid in any financial year of the Corporation out of any monies of the Corporation properly applicable to the payment of dividends and all such dividends may be declared and paid on the Class D special shares without any dividends being declared and paid on the common shares; conversely, the Board of Directors may, in their discretion, declare and pay dividends on the common shares without declaring and paying any dividends on the Class D special shares;
 - (b) The Corporation may, at any time and from time to time purchase for cancellation the whole or any part of the Class D special shares at the lowest price at which, in the opinion of the Board of Directors, such shares are obtainable but not exceeding an amount per share determined by dividing the aggregate issued capital attributable to the Class D special shares by the total number of Class D special shares issued and outstanding together with all dividends declared thereon and unpaid;
 - (c) The holders of the Class D special shares shall not be entitled to vote at any meeting of the shareholders of the Corporation other than the meetings referred to in clause (d) below but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertaking or a substantial part thereof;
 - (d) Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class D special shares or to create preference shares ranking in priority to or on a parity with the Class D special shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class D special shares duly called for that purpose.

4. The rights, privileges, restrictions and conditions attaching to the Class E special shares are as follows:
- (a) The holders of the Class E special shares, in preference and priority to any payment of dividends on the Class D special shares and common shares, but subject always to the rights of the holders of Class B special shares and Class C special shares of the Corporation entitled to receive dividends in priority to the Class E special shares, shall in each year in the discretion of the Board of Directors be entitled, out of any or all profits or surplus available for dividends, to non-cumulative, fixed dividends at the rate of four percent (4%) per annum on the redemption price; the holders of Class E special shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;
 - (b) The Class E special shares shall rank equally with the Class F special shares, both as regards to dividends at the rate of four percent (4%) per annum and repayment of capital at the redemption price and subsequent to the priority rights of the Class B special shares and Class C special shares, but in priority to the common shares and Class D special shares, but shall not confer any further right to participate in profits or assets of the Corporation;
 - (c) For the purpose of this Section 4 the term "redemption price" shall mean the product obtained by multiplying the fair market value of the aggregate issued and outstanding common shares of the capital stock of Ceiling & Drywall Products Limited ("Ceiling ") determined by the Corporation's valuers as at the close of business on November 30, 1998 in accordance with generally accepted valuation principles by a fraction of which:
 - (i) the numerator shall be the total number of Class E special shares to be redeemed; and
 - (ii) the denominator shall be the aggregate number of Class E special shares of the Corporation issued and outstanding on the date fixed for redemption.
 - (d) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or part of the Class E special shares on payment for each share to be redeemed of the redemption price, together with all dividends declared thereon and unpaid; not less than thirty (30) days notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice

of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class E special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of the certificates for such shares, to receive payment therefor out of the monies so deposited.

- (e) It is the intention that the redemption price for the purpose of this Section 4 shall be equal to the fair market value of the common shares of Ceiling as at November 30, 1998. In the event that at any time in the future, the Minister of National Revenue, or any duly authorized official of the Department of National Revenue, any provincial taxing authority, the Corporation's valuers or any competent court makes a determination to which the parties acquiesce or from which there is no further right to object or appeal, or in the event that the Corporation itself determines that the redemption price is greater or less than the fair market value so determined, the revised redemption price, as determined, shall automatically be substituted therefor to the same intent and purpose as if such revised redemption price had been previously adopted, and the Corporation shall do all acts and things and prepare and execute all forms and documents necessary or useful to give effect to, or comply with, the foregoing.
- (f) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, equally with the Class F special shares, subject to the rights of the holders of the Class B special shares and the Class C special shares entitled to receive the assets or property of the Corporation upon such a distribution in priority to the Class E special shares, the holders of the Class E special shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Class D special shares and common shares, the redemption price of the Class E special shares and any dividends declared thereon and unpaid and no more;
- (g) The holders of the Class E special shares shall not be entitled to vote at any meeting of the shareholders of the Corporation other than the meetings referred to in clause (h) below but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertaking or a substantial part thereof;

- (h) Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class E special shares or to create preference shares ranking in priority to or on a parity with the Class E special shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class E special shares duly called for that purpose.
5. The rights, privileges, restrictions and conditions attaching to the Class F special shares are as follows:
- (a) The holders of the Class F special shares, in preference and priority to any payment of dividends on the Class D special shares and common shares, but subject always to the rights of the holders of Class B special shares and Class C special shares of the Corporation entitled to receive dividends in priority to the Class F special shares, shall in each year in the discretion of the Board of Directors be entitled, out of any or all profits or surplus available for dividends, to non-cumulative, fixed dividends at the rate of four percent (4%) per annum on the redemption price; the holders of Class F special shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;
- (b) The Class F special shares shall rank equally with the Class E special shares, both as regards to dividends at the rate of four percent (4%) per annum and repayment of capital at the redemption price and subsequent to the priority rights of the Class B special shares and Class C special shares, but in priority to the common shares and Class D special shares, but shall not confer any further right to participate in profits or assets of the Corporation;
- (c) For the purpose of this Section 5 the term "redemption price" shall mean the product obtained by multiplying the fair market value of the aggregate issued and outstanding Class A shares of the capital stock of Ceiling determined by the Corporation's valuers as at the close of business on November 30, 1998 in accordance with generally accepted valuation principles by a fraction of which:
- (i) the numerator shall be the total number of Class F special shares to be redeemed; and

- (ii) the denominator shall be the aggregate number of Class F special shares of the Corporation issued and outstanding on the date fixed for redemption.
 - (iii) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or part of the Class F special shares on payment for each share to be redeemed of the redemption price, together with all dividends declared thereon and unpaid; not less than thirty (30) days notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class F special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of the certificates for such shares, to receive payment therefor out of the monies so deposited.
- (d) It is the intention that the redemption price for the purpose of this Section 5 shall be equal to the fair market value of the Class A shares of Ceiling as at November 30, 1998. In the event that at any time in the future, the Minister of National Revenue, or any duly authorized official of the Department of National Revenue, any provincial taxing authority, the Corporation's valuers or any competent court makes a determination to which the parties acquiesce or from which there is no further right to object or appeal, or in the event that the Corporation itself determines that the redemption price is greater or less than the fair market value so determined, the revised redemption price, as determined, shall automatically be substituted therefor to the same intent and purpose as if such revised redemption price had been previously adopted, and the Corporation shall do all acts and things and prepare and execute all forms and documents necessary or useful to give effect to, or comply with, the foregoing.
- (e) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, equally with the Class E special shares, subject to the rights of the holders of the Class B special shares and the Class C special shares entitled to receive the assets or property of the Corporation upon such a distribution in priority to the Class F special shares, the holders of

the Class F special shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Class D special shares and common shares, the redemption price of the Class F special shares and any dividends declared thereon and unpaid and no more;

- (f) The holders of the Class F special shares shall not be entitled to vote at any meeting of the shareholders of the Corporation other than the meetings referred to in clause (h) below but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertaking or a substantial part thereof;
 - (g) Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class F special shares or to create preference shares ranking in priority to or on a parity with the Class F special shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class F special shares duly called for that purpose.
6. The rights, privileges, restrictions and conditions attaching to the common shares are as follows:
- (a) 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 amount and payable at such time and at such place or places in Canada as the Board of Directors may from time to time determine. Subject to the rights of the holders of Class B special shares, Class C special shares, Class E special shares and Class F special shares of the Corporation entitled to receive dividends in priority to 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) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights of the holders of the Class B special shares, Class C special shares, Class E special shares and Class F special shares entitled to receive the assets or property of the Corporation upon such a distribution in priority to the common shares, the holders of the common shares shall rank *pari passu* with the holders of the

Class D special shares, share and share alike, and shall be entitled to participate pro rata in any distribution of the assets or property of the Corporation.

- (c) The holders of the common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each common share held at all such meetings.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The transfer of shares of the Corporation shall be restricted in that the transfer of any shares of the Corporation shall not be valid unless and until approved by a resolution of the Board of Directors or by the written consent of a majority of the Board of Directors or by the written consent of the shareholders of the Corporation holding fifty-one percent (51%) or more of the issued shares of the Corporation entitled to exercise voting rights at a meeting.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

See page 5A attached.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

- A. The number of shareholders of 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 (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.
- B. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- C. The Corporation may purchase any of its common shares.
- D. The Board of Directors may from time to time, in such amounts and on such terms as it deems expedient:
- (1) borrow money on the credit of the Corporation;
 - (2) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations secured or unsecured) of the Corporation;
 - (3) subject to the *Business Corporations Act*, R.S.O. 1990, c. B.16, as the same may from time to time be in force or any successor corporations statute of the Province of Ontario, give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
 - (4) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

For greater certainty the foregoing powers conferred on the directors shall be deemed to include the powers conferred on a company by Division VII of the *Special Corporate Powers Act*, being chapter P-16 of the Revised Statutes of Quebec, 1977 and every statutory provision that may be substituted therefor or for any provision therein.

- E. The Board of Directors may from time to time by resolution delegate to a committee of directors or to one or more of the directors or officers of the Corporation all or any of the powers hereby conferred upon the board to such extent and in such manner as the board shall determine at the time of each such delegation. Nothing in this section shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.


These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

Bailey Metal Products Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par _____

 _____

Signature / Signature _____

David H. Hunt _____

Print name of signatory / _____

Nom du signataire en lettres moulées _____


Chairman _____

Description of Office / Fonction _____

Dietrich Metal Framing Canada, Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par _____

 _____

Signature / Signature _____

David H. Hunt _____

Print name of signatory / _____

Nom du signataire en lettres moulées _____

Chairman _____

Description of Office / Fonction _____

Names of Corporations / Dénomination sociale des sociétés

By / Par _____

Signature / Signature _____

Print name of signatory / _____

Nom du signataire en lettres moulées _____

Description of Office / Fonction _____

Names of Corporations / Dénomination sociale des sociétés

By / Par _____

Signature / Signature _____

Print name of signatory / _____

Nom du signataire en lettres moulées _____

Description of Office / Fonction _____

Names of Corporations / Dénomination sociale des sociétés

By / Par _____

Signature / Signature _____

Print name of signatory / _____

Nom du signataire en lettres moulées _____

Description of Office / Fonction _____

Schedule "A"

RESOLUTIONS OF THE DIRECTORS

OF

**BAILEY METAL PRODUCTS LIMITED
(the "Corporation")**

WHEREAS the Corporation owns all of the issued shares in the capital of Dietrich Metal Framing Canada, Inc. (the "**Wholly-owned Subsidiary**");

AND WHEREAS the Corporation desires to amalgamate with the Wholly-owned Subsidiary and to continue as one corporation;

AND WHEREAS the Wholly-owned Subsidiary desires to amalgamate with the Corporation and to continue as one corporation;

NOW THEREFORE BE IT RESOLVED that:

1. The Corporation is hereby authorized to amalgamate with the Wholly-owned Subsidiary and to continue as one corporation;
2. The shares of the Wholly-owned Subsidiary shall be cancelled without any repayment of capital in respect thereof;
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
4. The articles of amalgamation shall be the same as the articles of the Corporation;
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
6. Any one (1) officer or director or delegate of the Corporation is hereby authorized to sign the Articles of Amalgamation on behalf of the Corporation and to do any and all such other acts and things necessary or desirable to implement and otherwise effect the foregoing; and

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REEL: 005991 FRAME: 0649

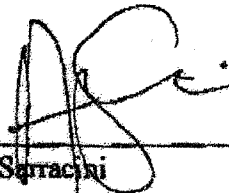
- 7. Any one (1) director or officer of the Corporation is hereby authorized to sign the Director's Statement to be attached to the Articles of Amalgamation.

The foregoing Resolutions are hereby passed by the consent in writing of the Directors of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario) as evidenced by the signatures of the Directors.

DATED this 30th day of November, 2009.



David H. Hunt



Angelo Sarracini



Catherine Acs



Stuart Hunt

RESOLUTIONS OF THE DIRECTORS

OF

**DIETRICH METAL FRAMING CANADA, INC.
(the "Corporation")**

WHEREAS the Corporation is a wholly-owned subsidiary corporation of Bailey Metal Products Limited;

AND WHEREAS the Corporation desires to amalgamate with Bailey Metal Products Limited and to continue as one corporation;

AND WHEREAS Bailey Metal Products Limited desires to amalgamate with the Corporation and to continue as one corporation;

NOW THEREFORE BE IT RESOLVED that:

8. The Corporation is hereby authorized to amalgamate with Bailey Metal Products Limited and to continue as one corporation;
9. The shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
10. The by-laws of the amalgamated corporation shall be the same as the by-laws of Bailey Metal Products Limited;
11. The articles of amalgamation shall be the same as the articles of Bailey Metal Products Limited;
12. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
13. Any one (1) officer or director or delegate of the Corporation is hereby authorized to sign the Articles of Amalgamation on behalf of the Corporation and to do any and all such other acts and things necessary or desirable to implement and otherwise effect the foregoing; and

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REEL: 005991 FRAME: 0651


7. Any one (1) director or officer of the Corporation is hereby authorized to sign the Director's Statement to be attached to the Articles of Amalgamation.

The foregoing Resolutions are hereby passed by the consent in writing of the Directors of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario) as evidenced by the signature of the Directors.

DATED this 30th day of November, 2009.



David H. Hunt



Angelo Sarracini



Catherine Acs



Stuart Hunt

Schedule "B"

STATEMENT OF DIRECTOR
pursuant to subsection 178(2) of the
Business Corporations Act, R.S.O. 1990, c. B.16, as amended

IN THE MATTER of THE PROPOSED AMALGAMATION of
BAILEY METAL PRODUCTS and DIETRICH METAL FRAMING CANADA, INC.

I, DAVID H. HUNT, of the Township of King, in the Regional Municipality of York, in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act*, R.S.O. 1990, c. B.16, as amended (the "Act").
2. I am a director of Bailey Metal Products Limited (the "Corporation"), which is one of the amalgamating corporations, and as such have knowledge of its affairs.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 30th day of November, 2009.



David H. Hunt


STATEMENT OF DIRECTOR
pursuant to subsection 178(2) of the
Business Corporations Act, R.S.O. 1990, c. B.16, as amended

**IN THE MATTER of THE PROPOSED AMALGAMATION of
BAILEY METAL PRODUCTS and DIETRICH METAL FRAMING CANADA, INC.**

I, DAVID H. HUNT, of the Township of King, in the Regional Municipality of York, in the Province of Ontario, hereby certify and state as follows:

5. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act, R.S.O. 1990, c. B16, as amended* (the "Act").
6. I am a director of Dietrich Metal Framing Canada, Inc. (the "**Corporation**"), which is one of the amalgamating corporations, and as such have knowledge of its affairs.
7. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
8. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 30th day of November, 2009.



David H. Hunt

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM415677

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/01/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bailey Metal Products Limited		11/30/2009	Company: CANADA
Dietrich Metal Framing Canada, Inc.		11/30/2009	Company: CANADA
RECEIVING PARTY DATA			
Name:	Bailey Metal Products Limited		
Street Address:	One Caldari Road		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	L4K 3Z9		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2018612	GOLDLINE	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	ipassistant@dennisonIP.com		
Correspondent Name:	Dennison Associates		
Address Line 1:	133 Richmond Street West, Suite 301		
Address Line 4:	Toronto, CANADA M5H 2L7		
NAME OF SUBMITTER:	Frank Farfan		
SIGNATURE:	/Frank Farfan/		
DATE SIGNED:	02/10/2017		
Total Attachments: 24			
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