

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM443106

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	09/01/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Forge & Foundry, Inc.		09/01/2017	Corporation: NEW YORK
Sellstrom Manufacturing Co.		09/01/2017	Corporation: ILLINOIS
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Sellstrom Manufacturing Co.	09/01/2017	Corporation: ILLINOIS	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	SureWerx USA Inc.		
Street Address:	300 Corporate Drive		
City:	Elgin		
State/Country:	ILLINOIS		
Postal Code:	60123		
Entity Type:	Corporation: ILLINOIS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2903124	VIKING	
Registration Number:	1342045	AFF AMERICAN FORGE & FOUNDRY	
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:	lynn.haddock@nortonrosefulbright.com		
Correspondent Name:	Karen MacDonald		
Address Line 1:	1800 - 510 West Georgia Street		
Address Line 4:	Vancouver, CANADA V6B 0M3		
NAME OF SUBMITTER:	Karen MacDonald		
SIGNATURE:	/KarenMacDonald/		
DATE SIGNED:	09/14/2017		

OP \$65.00 2903124

Total Attachments: 15

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 1, 2017

1715-559-8

CSC
801 ADLAI STEVENSON DR
SPRINGFIELD IL 62703

RE SELLSTROM MANUFACTURING CO.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORM BCA 14.35) AND FILE IT IN THIS OFFICE WITHIN SIXTY (60) DAYS OF THE EFFECTIVE DATE OF THE MERGER. THIS FORM IS AVAILABLE ON OUR WEBSITE AT WWW.CYBERDRIVEILLINOIS.COM. CLICK ON PUBLICATIONS ON THE MENU BAR.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

TRADEMARK
REEL: 006154 FRAME: 0937

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

FILED

SEP 01 2017

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a check or money order payable to Secretary of State.

Filing fee is \$100, but if merger or consolidation involves more than two corporations, submit \$50 for each additional corporation.

File # 17155598 Filing Fee: \$ 100 Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>AMERICAN FORGE & FOUNDRY, INC.</u>	<u>New York</u>	<u>7090-590-6</u>
<u>SELLSTROM MANUFACTURING CO.</u>	<u>Illinois</u>	<u>17155598</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: SELLSTROM MANUFACTURING CO.
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

See attached.

5. The ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
SELLSTROM MANUFACTURING CO.	100 common shares	100 common shares
_____	_____	_____
_____	_____	_____
_____	_____	_____

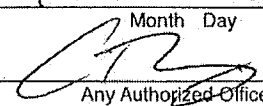
b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____, _____, _____.
Month Day Year

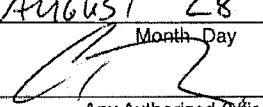
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated August 28, 2017, AMERICAN FORGE & FOUNDRY, INC.
Month Day Year Exact Name of Corporation


Any Authorized Officer's Signature
Chris Baby, President
Name and Title (type or print)

Dated August 28, 2017, SELLSTROM MANUFACTURING CO.
Month Day Year Exact Name of Corporation


Any Authorized Officer's Signature
Chris Baby, President and CEO
Name and Title (type or print)

Dated _____, _____, _____
Month Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

PLAN OF MERGER
OF
AMERICAN FORGE & FOUNDRY, INC.
a New York corporation
INTO
SELLSTROM MANUFACTURING CO.
an Illinois corporation

THIS PLAN OF MERGER, dated as of September 1, 2017 (this "**Plan**"), is executed by and between American Forge & Foundry, Inc., a New York corporation (the "**Merging Corporation**"), Sellstrom Manufacturing Co., an Illinois corporation (the "**Company**" or the "**Surviving Corporation**", and the Merging Corporation and the Surviving Corporation are sometimes called the "**Constituent Corporations**"), and JET Equipment & Tools Ltd., a Canadian federal corporation (the "**Parent**", and together with the Constituent Corporations, the "**Parties**").

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of New York, and the Company is a corporation duly organized and existing under the laws of the State of Illinois;

WHEREAS, the Merging Corporation is the sole shareholder of the Company;

WHEREAS, the Parent is the sole shareholder of the Merging Corporation; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and the best interest of the Constituent Corporations that the Constituent Corporations merge into a single corporation pursuant to this Plan, Article 11 of the Business Corporation Act of the State of Illinois (the "**Illinois Act**") and Section 907 of the Business Corporation Law of the State of New York (the "**New York Act**");

NOW, THEREFORE, the Parties agree that the Constituent Corporations shall be merged on the following terms and conditions:

1. **The Merger.** At the effective time of the Merger (as defined below), the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged with and into the Surviving Corporation (the "**Merger**"), which shall continue its corporate existence and be the corporation surviving the Merger. This Plan and the Merger shall become effective upon the filing of the certificate of merger (the "**Certificate of Merger**") with the Secretary of State of the State of New York after satisfaction of the requirements of the applicable laws of the State of New York and the filing of the articles of merger (the "**Articles of Merger**") with the Secretary of State of the State of Illinois after satisfaction of the requirements of the applicable laws of the State of Illinois.

2. Articles of Incorporation and By-Laws.

(a) The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger (the "**Certificate of Incorporation**") shall continue to be the Certificate of Incorporation of the Surviving Corporation as of and following the effective time of the Merger, until thereafter amended in accordance with the provisions thereof and applicable law.

(b) The amended and restated bylaws of the Company as in effect immediately prior to the effective time of the Merger (the "**Bylaws**") shall continue to be the Bylaws of the Surviving Corporation as of and following the effective time of the Merger, until thereafter amended in accordance with the provisions thereof and applicable law.

3. Directors, and Officers. From and after the effective time of the Merger, the directors and officers of the Company immediately prior to the effective time of the Merger shall continue to be the directors and officers of the Surviving Corporation as of and following the effective time of the Merger, in each case, until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the articles of incorporation and the bylaws of the Surviving Corporation and applicable law.

4. Assets and Liabilities. From and after the effective time of the Merger, the Merger shall have the effects set forth herein and in the applicable provisions of the Illinois Act and the New York Act. Without limiting the generality of the foregoing, and subject thereto, at the effective time of the Merger, all the properties, rights, privileges, powers and franchises of the Company and the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and the Merging Corporation shall become the debts, liabilities and duties of the Surviving Corporation by virtue of the Merger and without further act or deed by the Parties.

5. Effect on Securities of the Company and Merging Corporation. At the effective time of the Merger, by virtue of the Merger and without any action on the part of the Parties other than filing the Certificate of Merger and Articles of Merger:

(a) Shares of Merging Corporation. Each common share in the capital of the Merging Corporation issued and outstanding immediately prior to the effective time of the Merger, which are currently registered in the name of the Parent, shall be automatically converted into and become one validly issued, fully paid and non-assessable common share of the Surviving Corporation.

(b) Cancellation of Merging Corporation-Owned Shares. Each common share in the capital of the Company issued and outstanding immediately prior to the effective time of the Merger, which are currently registered in the name of the Merging Corporation shall be automatically canceled and shall cease to exist and no consideration shall be delivered in exchange therefor.

6. Actions by Officers and Directors. The officers and directors of the Constituent Corporations shall execute and deliver all such documents and take all such actions as may be

necessary or advisable, or as may be requested by the Surviving Corporation from time to time, in order to vest fully all the property rights of the Constituent Corporations in the Surviving Corporation and otherwise carry out this Plan.

7. Abandonment of Plan. Anything herein or elsewhere to the contrary notwithstanding, this Plan may be abandoned by the mutual consent of the Constituent Corporations, evidenced by appropriate resolutions of their respective Boards of Directors, at any time prior to the filing of the Certificate of Merger and the Articles of Merger.

8. Actions by Parties. Each of the Constituent Corporations will take all such commercially reasonable and lawful action as may be necessary and desirable in order to effectuate the Merger in accordance with this Plan as promptly as possible. If, at any time after the effective time of the Merger, any further action is necessary or desirable to carry out the purposes of this Plan, the officers and directors of the Surviving Corporation are fully authorized to take, and will take, all such lawful and necessary action, so long as such action is not inconsistent with this Plan.


9. Amendment. This Plan may be amended by an instrument in writing signed by each of the Parties, at any time prior to the effective time of the Merger.

10. Counterparts; Electronic Signature. This Plan may be executed in any number of counterparts, each of which shall be deemed to be an original instrument and all of which together shall constitute a single agreement. Telecopy, facsimile or electronic signatures may be relied upon as originals.


11. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of New York without giving effect to its principles or rules of conflict of laws thereof except to the extent that the provisions of the Illinois Act mandatorily apply.

IN WITNESS WHEREOF, each of the Constituent Corporations has executed this Plan on the day and year first above written.

AMERICAN FORGE & FOUNDRY, INC.

By: 
Name: Chris Baby
Title: President

SELLSTROM MANUFACTURING CO.

By: 
Name: Chris Baby
Title: President and CEO

JET EQUIPMENT & TOOLS LTD.

By: _____
Name: Kevin Karr
Title: Chief Financial Officer

IN WITNESS WHEREOF, each of the Constituent Corporations has executed this Plan on the day and year first above written.

AMERICAN FORGE & FOUNDRY, INC.

By: _____
Name: Chris Baby
Title: President

SELLSTROM MANUFACTURING CO.

By: _____
Name: Chris Baby
Title: President and CEO

JET EQUIPMENT & TOOLS LTD.

By:  _____
Name: Kevin Karr
Title: Chief Financial Officer



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 6, 2017

1715-559-8

CSC
801 ADLAI STEVENSON DR
SPRINGFIELD IL 62704

RE SELLSTROM MANUFACTURING CO.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF AMENDMENT FOR THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

**ARTICLES OF AMENDMENT
RESTATED ARTICLES
OF INCORPORATION**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832
http://www.cyberdriveillinois.com

FILED

SEP 06 2017

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to the Secretary of State.

File # 17155598 Filing Fee: \$150.00 Approved: u
-----Submit in duplicate -----Type or Print clearly in black ink-----Do not write above this line-----

1. CORPORATE NAME: SELLSTROM MANUFACTURING CO. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:
The following amendment of the Articles of Incorporation was adopted on August 22,
2017 in the manner indicated below. ("X" one box only)
(Year) (Month & Day)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3(a) List all provisions of the restated articles of incorporation that amend the existing articles of incorporation:

Articles 1, 2, 3, 4, 5 and 6.

3(b) Text of the Restated Articles of Incorporation: (Note 6)
(Attach additional pages if extra space is needed.)

See attached.

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

No change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*.

No change

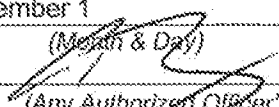
(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")* (Note 7)

	Before Amendment	After Amendment
Paid-in Capital	\$ <u>No change</u>	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK**.)

6. The undersigned corporation has caused these articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 1, 2017
(Month & Day) *(Year)*


(Any Authorized Officer's Signature)
Chris Baby, President and CEO
(Type or Print Name and Title)

SELLSTROM MANUFACTURING CO.
(Exact Name of Corporation at date of execution)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____ , _____
(Month & Day) *(Year)*

NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may, without shareholder approval, vote only to restate the articles of incorporation as amended. (§ 10.15(g))

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

NOTE 6: The text of the restated articles of incorporation must set forth the following:

- (i) the date of incorporation, the name under which the corporation was incorporated, subsequent names, if any, that the corporation adopted pursuant to amendment of its articles of incorporation, and the effective date of any such amendments;
- (ii) the address of the registered office and the name of the registered agent on the date of filing the restated articles; and
- (iii) the number of shares of each class issued on the date of filing the restated articles and the amount of paid-in capital as of such date.

If the registered agent and/or registered office have changed, it will be necessary to accompany this document with form BCA 5.10.

If the number of issued shares and/or paid-in capital have changed, it will be necessary to accompany this document with form BCA 14.30.

NOTE 7: If the paid-in capital is increased due to the provisions of the restatement, the corporation must pay all applicable franchise taxes, penalties and interest before this document can be accepted for filing.

3(b) Text of the Restated Articles of Incorporation: (Note 6)

The original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Illinois on August 24, 1923 under the name Excel Sales Co. An amendment to the original articles of incorporation of the Corporation was filed on January 19, 1927 to change the name of the Corporation to Sellstrom Manufacturing Co.

1. The name of the corporation is SureWex USA Inc. (the "Corporation").
2. The duration of the Corporation is perpetual.
3. The address of the Corporation's registered office in the State of Illinois is 300 Corporate Drive, Elgin, Illinois 60123. The name of the Corporation's registered agent at such address is Christopher Garry Baby.
4. The purpose of the Corporation is the transaction of any or all lawful businesses for which corporations may be incorporated under the Illinois Business Corporation Act.
5.
6. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officers may be entitled.