

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM456969

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tim Hortons USA Inc.		12/20/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Tim Hortons USA Inc.		
Street Address:	5505 Blue Lagoon Drive		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33126		
Entity Type:	Corporation: FLORIDA		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Registration Number:	2457618	ALWAYS FRESH TIM HORTONS	
Registration Number:	2433796	TIM HORTONS ALWAYS FRESH	
Registration Number:	5172381	ALWAYS FRESH TIM HORTONS CAFE & BAKE SHO	
Registration Number:	3790700	BAGEL B.E.L.T.	
Registration Number:	2314620	GREAT COFFEE EVERY TIME	
Registration Number:	4949055	ICED CAPP	
Registration Number:	4135752	IT'S WHO YOU ARE THAT MAKES US WHO WE AR	
Registration Number:	2145676	ROLL UP THE RIM TO WIN	
Registration Number:	3638972	RRROLL IT! OWN IT!	
Registration Number:	4799781	RRROLL UP REPLAY!	
Registration Number:	3701071	RRROLL UP THE RIM TO WIN	
Registration Number:	4984403	TAKE TWELVE	
Registration Number:	2863213	TEAM TIM HORTONS	
Registration Number:	3441669	TIM CARD	
Registration Number:	2025251	TIM HORTONS	
Registration Number:	4069662	TIM HORTONS ALWAYS FRESH CAFE & BAKE SHO	
Registration Number:	4065879	TIM HORTONS ALWAYS FRESH COFFEE & BAKE S	
Registration Number:	4415127	TIM HORTONS CAFE & BAKE SHOP	
Registration Number:	1690691	TIM HORTONS	

OP \$640.00 2457618

Property Type	Number	Word Mark
Registration Number:	3911585	TIM SHOP
Registration Number:	2026723	TIMBITS
Registration Number:	2527878	TIM'S OWN
Registration Number:	3711275	TIM'S TAKE TEN
Registration Number:	4297259	WHERE QUALITY MEETS VALUE
Registration Number:	4455613	WHERE QUALITY MEETS VALUE

CORRESPONDENCE DATA

Fax Number: 2028576395
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.
Phone: 2027158411
Email: tmdocket@arentfox.com
Correspondent Name: N. Christopher Norton
Address Line 1: 1717 K St., NW
Address Line 4: Washington, D.C. 20006

ATTORNEY DOCKET NUMBER:	037234.00003
NAME OF SUBMITTER:	Diana S. Bae
SIGNATURE:	/diana s. bae/
DATE SIGNED:	01/05/2018

Total Attachments: 11
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2017

CT CORP

The Certificate of Domestication and Articles of Incorporation for TIM HORTONS USA INC. were filed on December 20, 2017 effective June 18, 2007, and assigned document number P17000099928. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any further questions regarding this matter, please feel free to telephone (850) 245-6052, the New Filings Section.

Matthew T Moon
Regulatory Specialist II
Division of Corporations

Letter Number: 917A00025779

Account number: I20160000072

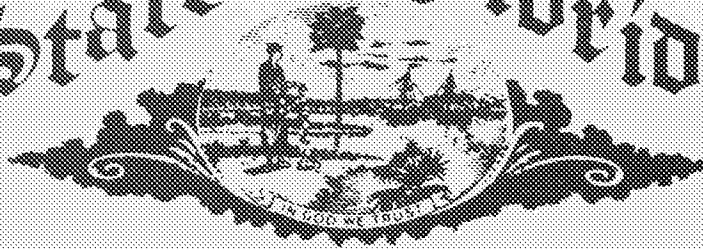
Amount charged: 128.75

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32309

TRADEMARK
REEL: 006243 FRAME: 0928

State of Florida



Department of State

I certify the attached is a true and correct copy of the Certificate of Domestication and Articles of Incorporation for TIM HORTONS USA INC., filed on December 20, 2017 effective June 18, 2007, as shown by the records of this office.

The document number of this corporation is P17000099928.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twentieth day of December, 2017



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

TRADEMARK

REEL: 006243 FRAME: 0929

CERTIFICATE OF DOMESTICATION

The undersigned, Lisa Giles-Klein, Assistant Secretary,
(Name) (Title)

of Tim Hortons USA Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was June 18, 2007.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Tim Hortons USA Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Tim Hortons USA Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Assistant Secretary of Tim Hortons USA Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 18th day of December, 2017.

Lisa Giles-Klein
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

OF

TIM HORTONS USA INC.

Article I. Name. The name of the Corporation shall be Tim Hortons USA Inc. (the "Corporation").

Article II. Principal Address and Mailing Address. The address of the principal office and the mailing address of the Corporation is 5505 Blue Lagoon Drive, Miami, Florida 33126.

Article III. Duration. This Corporation shall exist perpetually unless dissolved according to law.

Article IV. Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Statutes (the "Act").

Article V. Shares.

(a) Classes of Capital Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the Corporation is authorized to issue is (i) three thousand (3,000) shares of Common Stock without par value and (ii) one hundred (100) shares of Preferred Stock, without par value.

(b) Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Articles of Incorporation (the "Articles") may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of one hundred (100) shares. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Section 4(b).

(i) Dividends.

A. Each holder of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, cumulative cash dividends, for each annual dividend period (each a "Dividend Period"), in an amount equal to five percent (5%) of the Redemption Price (as defined below in Section 4(b)(ii)(B)) or Adjusted Redemption Price (as defined below in Section 4(b)(ii)(C)), if applicable. Dividends shall be cumulative from the date of original issue of the Series A Preferred Stock and shall be payable, when and as declared by the board of directors of the Corporation (the "Board of Directors") or by a duly authorized committee thereof, on June 30th of each year, commencing on June 30, 2018 (provided, however, that if such day is not a

Business Day (as defined below) such payment shall be made on the immediately preceding Business Day). For purposes of this Section 4(b), "Business Day" shall mean any day other than a Saturday, Sunday or other day on which banks are authorized to be closed in New York, New York. Each such dividend shall be paid to the holders of record of shares of Series A Preferred Stock as they appear on the stock register of the Corporation on such record date, not exceeding forty-five (45) days preceding the payment date thereof, as shall be fixed by the Board of Directors or by a duly authorized committee thereof. Dividends on account of arrears for any past Dividend Periods may be declared and paid at any time, without reference to any regular dividend payment date, to holders of record on such date, not exceeding forty-five (45) days preceding the payment date thereof, as may be fixed by the Board of Directors or by a duly authorized committee thereof.

- B. So long as any shares of Series A Preferred Stock are outstanding, no dividends (other than dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of Common Stock or other capital stock of the Corporation ranking junior to Series A Preferred Stock as to dividends and upon liquidation) shall be declared or paid or set aside for payment or other distribution declared or made or set aside for payment upon the Common Stock or upon any other capital stock of the Corporation ranking junior to Series A Preferred Stock as to receipt of dividends or amounts distributable upon liquidation, nor shall any Common Stock or any other capital stock of the Corporation ranking junior to Series A Preferred Stock as to dividends or amounts upon liquidation be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any shares of any such stock) by the Corporation (except by conversion into or exchange for stock of the Corporation ranking junior to Series A Preferred Stock as to dividends and amounts upon liquidation) unless, in each case, full cumulative dividends on all outstanding shares of Series A Preferred Stock shall have been paid or declared and set aside for payment for all prior Dividend Periods.
- C. Holders of shares of Series A Preferred Stock shall not be entitled to any dividend, whether payable in cash, property or stock, in excess of full cumulative dividends, as herein provided, on Series A Preferred Stock. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on Series A Preferred Stock which may be in arrears.

(ii) Redemption.

- A. The shares of Series A Preferred Stock are not redeemable, except as set forth in this Section 4(b)(ii).
- B. The Corporation may, at any time, redeem a share of Series A Preferred Stock at a price equal to \$1.00 (the "Redemption Price"). The Corporation confirms that the Redemption Price is intended to be equal to the fair market value of the

consideration for which the Series A Preferred Shares were reserved in the first issuance of Series A Preferred Shares.

- C. The provisions in respect of the Redemption Price set forth in Section 4(b)(ii)(B) shall be subject to the provisions of this section. In the event that the Canada Revenue Agency or any other taxing authority having jurisdiction makes or proposes to make an assessment or reassessment of tax on the basis that any property or an aliquot portion thereof for which any such share of Series A Preferred Stock was issued or any share of the Corporation or aliquot portion thereof which was changed into any such share of Series A Preferred Stock, had a fair market value at the time of such issuance or change of other than the Redemption Price, then the Board of Directors shall confer and may by resolution determine an adjusted redemption price for the shares of Series A Preferred Stock so that the fair market value of a share of Series A Preferred Stock equals the fair market value of the property for which such share was issued. Upon such determination being confirmed by resolution of a majority of the holders of shares of Series A Preferred Stock, the Redemption Price shall automatically be adjusted *mutu pro tunc* to be such adjusted redemption price (the "Adjusted Redemption Price") so determined and confirmed. If any share of Series A Preferred Stock is redeemed under Section 4(b)(ii) prior to any such adjustment as described above resulting in the Adjusted Redemption Price of such share of Series A Preferred Stock being in excess of the Redemption Price, the amount of such excess, together with interest thereon calculated from the date of redemption of such shares of Series A Preferred Stock at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each share of Series A Preferred Stock so redeemed shall be a debt of the Corporation payable on demand to the former holder of each such share of Series A Preferred Stock so redeemed. If any share of Series A Preferred Stock is redeemed under Section 4(b)(ii) prior to any such adjustment as described above resulting in the Adjusted Redemption Price of such share of Series A Preferred Stock being less than the Redemption Price, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect to each share of Series A Preferred Stock so redeemed shall be a debt of the former holder of each such share of Series A Preferred Stock so redeemed payable on demand to the Corporation.
- D. In the event the Corporation shall redeem shares of Series A Preferred Stock, notice of such redemption shall be given by first class mail, postage prepaid, and mailed not less than 15 or more than 60 days prior to the date set for redemption, to each holder of record of the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each such notice shall state: (i) the redemption date; (ii) the number of shares of Series A Preferred Stock that are being redeemed; (iii) the Redemption Price or Adjusted Redemption Price, if applicable; (iv) the place or places where certificates for such shares are to be surrendered for payment of the Redemption Price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date.

- E. Notice having been mailed as provided in Section 4(b)(ii)(4), from and after the redemption date (unless the Corporation shall default in providing money for the payment of the Redemption Price), dividends on the shares of Series A Preferred Stock so called for redemption shall cease to accrue, and said shares shall no longer be deemed to be outstanding, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive from the Corporation the redemption price) shall cease. Upon surrender in accordance with said notice of the certificate for any shares to be redeemed (properly endorsed or assigned for transfer, if the Board of Directors or a duly authorized committee thereof shall so require and the notice shall so state), such shares shall be redeemed by the Corporation at the Redemption Price or Adjusted Redemption Price, if applicable.
- F. Any shares of Series A Preferred Stock which shall at any time have been redeemed shall, after such redemption, have the status of authorized but unissued shares of Preferred Stock until such shares are once more issued by the Board of Directors or a duly authorized committee thereof.
- (iii) Conversion. The holders of shares of Series A Preferred Stock shall not have any rights to convert or exchange such shares into shares of any other class or series of capital stock of the Corporation or any affiliated corporation.
- (iv) Liquidation Rights.
- A. Upon the voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the holders of the shares of Series A Preferred Stock shall be entitled to receive and to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment or distribution shall be made on the Common Stock or on any other class of stock of the Corporation ranking junior to Series A Preferred Stock as to receipts of amounts distributable upon liquidation, an amount equal to the Redemption Price or Adjusted Redemption Price, if applicable, per share plus accrued and unpaid dividends thereon.
- B. After the payment to the holders of the shares of Series A Preferred Stock of the full preferential amounts provided for this Section 4(b)(iv), the holders of Series A Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.
- C. If, upon any voluntary or involuntary dissolution, liquidation, or winding up of the Corporation, the amounts payable pursuant to Section 4(b)(iv)(A) with respect to the shares of Series A Preferred Stock are not paid in full, the holders of the shares of Series A Preferred Stock will share ratably in any such distribution of assets of the Corporation in proportion to the full respective liquidating distributions to which they are entitled.

- D. For purposes of this Section 4(b)(iv), neither the sale of all or substantially all the property or business of the Corporation nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation shall be deemed to be a voluntary dissolution, liquidation or winding up of the Corporation.
- (v) Ranking. For purposes of these Articles, any capital stock of any class or classes of the Corporation shall be deemed to rank:
- A. prior to the shares of Series A Preferred Stock, either as to dividends or upon liquidation, if the holders of such class or classes shall be entitled to the receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Corporation, as the case may be, in preference or priority to the holders of shares of Series A Preferred Stock;
 - B. on a parity with shares of Series A Preferred Stock, either as to dividends or upon liquidation, whether or not the dividend rates or amounts, dividend payment dates or redemption or liquidation prices per share or sinking fund provisions, if any, are different from those of Series A Preferred Stock, if the holders of such stock shall be entitled to the receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Corporation, as the case may be, without preference or priority, one over the other, as between the holders of such stock and the holders of shares of Series A Preferred Stock; and
 - C. junior shares of Series A Preferred Stock, either as to dividends or upon liquidation, if such class shall be Common Stock or if the holders of shares of Series A Preferred Stock shall be entitled to receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Corporation, as the case may be, in preference or priority to the holders of shares of such class or classes.
- (vi) Voting Rights. Except as prohibited by applicable law, the holders of Series A Preferred Stock shall have the same voting rights and powers as the holders of Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the by-laws of the Corporation, and the holders of Common Stock and the Series A Preferred Stock shall vote together as a single class on all matters. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held, and each holder of Series A Preferred Stock shall be entitled to one vote for each share of Series A Preferred Stock held. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).
- (vii) Amendments. The affirmative vote or consent of the holders of more than 50% of the outstanding shares of Series A Preferred Stock shall be necessary to alter or amend the provisions of this Section 4(b) so as to adversely affect the rights of the holders of the shares of Series A Preferred Stock.

Article VI. Initial Board of Directors. The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jon Domanko	5505 Blue Lagoon Drive, Miami, Florida 33126
Sami Siddiqui	5505 Blue Lagoon Drive, Miami, Florida 33126
Andrea John	5505 Blue Lagoon Drive, Miami, Florida 33126

Article VII. Initial Registered Agent: Street Address. The address of the Corporation's initial registered office in Florida is 1200 S. Pine Island Road, Plantation, Florida 33324. CT Corporation is the Corporation's registered agent for service of process at the same address.

Article VIII. Liability and Indemnification.

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

Article IX. Incorporator. The name of the incorporator is Lisa Giles-Klein, and the address of the incorporator is 5505 Blue Lagoon Drive, Miami, Florida 33126.

Article X. By-Laws. The board of directors shall have the power to adopt, make, alter or repeal the by-laws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of December, 2017.

Lisa Giles-Klein
Lisa Giles-Klein, Incorporator


17 DEC 20 PM 2:42

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Tim Hortons USA Inc., at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 13th day of December, 2017

CT Corporation

By: 
Name: Thomas R. Anderson
Title: Assistant Secretary

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