

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM508883

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	01/01/2019		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PJLM Software, Inc. dba Print Audit		01/01/2019	Corporation: CANADA
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
ECI SOFTWARE SOLUTIONS CANADA INC.	01/01/2019	Corporation: CANADA	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	ECI SOFTWARE SOLUTIONS CANADA INC.		
<b>Street Address:</b>	Suite 109, 5760 - 9 Street SE		
<b>City:</b>	Calgary		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	T2H 1Z9		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3676165	PRINT AUDIT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2028427899		
<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>			
<b>Phone:</b>	2028427800		
<b>Email:</b>	mbleysg@cooley.com		
<b>Correspondent Name:</b>	Peter J. Willsey, Cooley LLP		
<b>Address Line 1:</b>	1299 Pennsylvania Avenue, NW, Suite 700		
<b>Address Line 4:</b>	Washington, D.C. 20004-2400		
<b>ATTORNEY DOCKET NUMBER:</b>	305164-20000		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Peter J. Willsey, Cooley LLP		

CH \$40.00 3676165

**Address Line 1:** 1299 Pennsylvania Avenue, NW, Suite 700  
**Address Line 4:** Washington, D.C. 20004-2400

**NAME OF SUBMITTER:** Susan Mobley

**SIGNATURE:** /Susan Mobley/

**DATE SIGNED:** 02/06/2019

**Total Attachments: 27**  
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Ontario

**CERTIFICATE**

This is to certify that these  
articles are effective on

**CERTIFICAT**

Ceci certifie que les présents  
statuts entrent en vigueur le

**5008386**

**JANUARY 01 JANVIER, 2019**

*Barbara Aschitt*

17

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):

E	C	I	.	S	O	F	T	W	A	R	E	.	S	O	L	U	T	I	O	N	S	.	C	A	N	A	D	A	.
I	N	C	.																										

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

100 King Street West, Suite 3400

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

M	5	X	1	A	4
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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	5
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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 ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Ron Books	4400 Alliance Gateway Freeway, Suite 154 Fort Worth, Texas 76177 USA	No
Gordon Kushner	4400 Alliance Gateway Freeway, Suite 154 Fort Worth, Texas 76177 USA	No
Peter Westcott	100 King Street West, Suite 3400 1 First Canadian Place Toronto, Ontario M5X 1A4	Yes

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

A - Amalgamation Agreement / Convention de fusion :

or  
ou

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.

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

**ECI SOFTWARE SOLUTIONS CANADA INC.**

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
ECI Software Solutions Inc.	1988208	2018	12	27
Office Document Consulting Inc.	1841583	2018	12	27
PJLM Software Inc.	5005763	2018	12	27
Lasso Data Systems Inc.	5005764	2018	12	27
ECI Canada Lasso Holdco Inc.	5005762	2018	12	27

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

None.

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

The Corporation is authorized to issue an unlimited number of shares of one class designated as Class "A" Voting, Non-Participating Common shares (the Class "A" shares), an unlimited number of Class "B" Non-Voting, Participating Common shares (the Class "B" shares), an unlimited number of Class "C" Non-voting Participating Common shares (the Class "C" Shares), and an unlimited number of Class "D" Non-voting Preference Shares (the Class "D" Shares"), (all of which are collectively called the "Shares").

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See Schedule I attached.

**SCHEDULE I****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:****1. Voting**

- 1.1. The holders of the Class "A" Shares shall be entitled to one (1) vote for each share held at any meeting of the shareholders of the Corporation.
- 1.2. The holders of the Class "B" Shares, the Class "C" Shares, and the Class "D" Shares shall not be entitled to receive notice of, attend, or vote at, any meeting of the shareholders of the Corporation, other than meetings of holders of a particular class of Shares.

**2. Dividends**

Except as hereinafter provided:

- 2.1. The holders of the Class "A" Shares shall not be entitled to any payment of dividends, nor to participate in the profits or assets of the Corporation.
- 2.2. In each year, at the discretion of the Directors, a non-cumulative, non-preferential dividend of not more than the Prescribed Rate (pro-rated for part years) on the Redemption Price of each Class "D" Share may be paid to the holders of Class "D" Shares. "Prescribed Rate" means the rate of interest per annum prescribed by the Minister of National Revenue, pursuant to Regulation 4301(c) of the *Income Tax Act*, or any successor to this Regulation, on the date that Class "D" Shares are first allotted. The Directors may in their absolute discretion, declare dividends in favour of the holders of any other class of Shares entitled to dividends, and to the exclusion of the holders of the Class "D" Shares, provided that no dividend shall be declared on any other class of Shares if, immediately after payment of the dividend, the Corporation would be unable to redeem in full all of the outstanding Class "D" Shares.
- 2.3. In each year, at the discretion of the Directors, dividends may be paid on the Class "B" Shares or the Class "C" Shares out of all profits or surplus available for dividends. Dividends may be paid on either Class "B" or Class "C" Shares to the exclusion of the other class.

**3. Priority on Liquidation**

In the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or upon any other distribution of the assets of the Corporation, among its shareholders for the purpose of winding-up its affairs, or upon a reduction or return of its capital, the profits and assets of the Corporation shall be paid to the shareholders in the following amounts and order of priority:

- 3.1. To the holders of Class "D" Shares, the Redemption Price of the Class "D" Shares, together with any declared and unpaid dividends and any undeclared cumulative dividends, and no more;
- 3.2. To the holders of Class "A" Shares, the paid up capital of the Class "A" Shares and no more;
- 3.3. To the holders of Class "B" and Class "C" Shares, all the remaining profits and assets of the Corporation, pro rata.

#### **4. Redemption by Corporation**

- 4.1. With the consent of the holder, the Class "A", Class "B", or Class "C" Shares may be redeemed at any time, in whole or in part, by resolution of the Directors. The Directors may by resolution specify the price to be paid for the Shares to be redeemed. Redemption need not be made pro-rata among the holders of Shares, nor pro rata among the holders of different classes of Shares, but shall be of those Shares designated by resolution of the Directors.
- 4.2. The Corporation may, at any time, upon giving 10 days written notice of redemption to a registered holder, redeem the whole or any part of the outstanding Class "D" Shares, on payment of the Redemption Price, together with any declared and unpaid dividends and any undeclared cumulative dividends, for each Class "D" Share to be redeemed.
- 4.3. The notice of redemption shall set out the Redemption Price, the date on which the redemption is to take place and the number of Class "D" Shares to be redeemed. The accidental failure to give notice to a shareholder shall not affect the validity of any redemption. A holder of Shares may waive notice of redemption.
- 4.4. Redemption need not be made pro-rate among the holders of Class "D" Shares, nor pro rata with the holders of other Classes of Shares, but shall be of those Shares designated by resolution of the Directors.
- 4.5. On delivery of a certified cheque or bank draft for the amount required to redeem Class "D" Shares, to the Registered Office of the Corporation, the Shares shall be deemed to have been redeemed and cancelled, and the holder shall cease to be entitled to the benefits thereof. The holder shall be entitled to receive the certified cheque or bank draft on surrender of the certificate for the Class "D" Shares to be redeemed, endorsed for transfer, and the acknowledgement required by Article 7.3 herein.

#### **5. Redemption by Shareholder**

- 5.1. Any holder of Class "D" Shares may, at any time, upon giving 30 days written notice to the Corporation, specifying the number of Shares to be redeemed and the date of redemption, require the Corporation to redeem the whole or any part of the outstanding Class "D" Shares, for the Redemption Price, together with any declared and unpaid dividends and any undeclared cumulative dividends, for each Class "D" Share to be redeemed.



- 5.2. On the date specified for redemption the Corporation shall pay the amount required to redeem the Class "D" Shares, to the holder upon presentation and surrender at the Registered Office of the Corporation for the certificate for the Shares to be redeemed, endorsed for transfer, and the acknowledgement required by Article 7.3 herein. If the holder fails to present the certificate, the Corporation shall have the right to deliver a certified cheque or bank draft for the amount required to redeem the Class "D" Shares, to the Registered Office of the Corporation. The Shares shall be deemed to have been redeemed and cancelled, and the holder shall cease to be entitled to the benefits thereof. The holder shall be entitled to receive the certified cheque or bank draft on surrender of the certificate for the Class "D" Shares to be redeemed, endorsed for transfer, and the acknowledgement required by Article 7.3 herein.
- 5.3. The Corporation may waive notice of redemption.
- 5.4. If the Corporation fails to redeem Class "D" Shares pursuant to this Article, the holder of those Shares, in addition to any other right he may have against the Corporation, shall be entitled, in preference to any payment of dividends on Class "B" Shares and Class "C" Shares, and out of profits or surplus available for dividends, to a cumulative preferential dividend at the Prescribed Rate (as defined in Article 2.2 herein) (pro-rated for part years, and accruing from day to day) on the Redemption Price of the Class "D" Shares from the date specified for redemption until payment.

## **6. Redemption Price of Class "D" Shares**

- 6.1. The "Redemption Price" of each Class "D" Share issued for cash shall be the amount paid-up thereon, and the "Redemption Price" of each Class "D" Share issued in exchange for property acquired by the Corporation or in exchange for the surrender of any other shares of the Corporation (collectively the "Property"), shall be:
- (a) the amount designated by the Directors as the fair market value of the Property; less
  - (b) the aggregate of any cash paid, promissory note issued, indebtedness assumed by the Corporation, or other non-share consideration, given in payment for the Property (the "Deducted Amount");

all divided by the number of Class "D" Shares issued in exchange for the Property.

## **7. Adjustment of Redemption Price for Class "D" Shares**

- 7.1. If any federal or provincial taxing authority assesses or reassesses the Corporation or any holder (including a former holder) of Class "D" Shares on the basis that the fair market value of the Property was other than the amount designated by the Directors at the time of allotment of Class "D" Shares; and
- (1) the assessment or re-assessment is not disputed by the Corporation or the holder;
  - or

- (2) if the assessment or re-assessment is disputed, a final settlement is reached with the taxing authority; or
- (3) a Court of competent jurisdiction makes a final determination of the value of the Property;

(any one of which events is herein a "Final Determination") then

7.2. (1) the Redemption Price of each Class "D" Share shall be increased or decreased as the case may be to the value of the Property on the Final Determination (the "Final Value") less the Deducted Amount, and divided by the number of the Class "D" Shares issued in exchange for the Property;

(2) if any or all of the Class "D" Shares have been redeemed prior to the Final Determination, and if the Redemption Price calculated according to Article 7.2.1 exceeds the Redemption Price previously paid on the Class "D" Shares, the amount of the difference (the "Underpayment") shall be a debt payable on demand by the Corporation to the former holders of Class "D" Shares redeemed prior to the Final Determination;

(3) if any or all of the Class "D" Shares have been redeemed prior to the Final Determination, and if the Redemption Price calculated according to Article 7.2.1 is less than the Redemption Price previously paid on the Class "D" Shares, the amount of the difference (the "Overpayment") shall be a debt payable on demand to the Corporation by the former holders of Class "D" Shares redeemed prior to the Final Determination;

7.3. The holder of Class "D" Shares, the holder's heirs, personal representatives, successors, and assigns, will continue to be bound by the terms of this Article after the redemption of Class "D" Shares. The Corporation shall be entitled to receive a confirmation of this obligation from the holder at the time of redemption, but the obligation will exist notwithstanding the failure of the Corporation to request, or the holder to deliver, the confirmation.

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 right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either:

- a) the previous consent of the directors of the Corporation expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or
- b) the previous consent of the holders of at least 51% of the shares for the time being outstanding entitled to vote expressed by resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by such shareholders.

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

See Schedule II 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.

**SCHEDULE II****10. Other provisions, (if any):**

1. that the board of directors may from time to time, in such amounts and on such terms as it deems expedient:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- c) to the extent permitted by law, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in 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 undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation;

2. that the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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; and

3. that any invitation to the public to subscribe for any shares or securities of the Corporation is hereby prohibited.

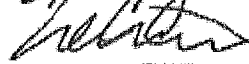
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.

ECI SOFTWARE SOLUTIONS CANADA INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Gordon Kushner

Director

Signature / Signature

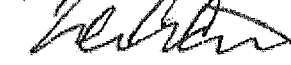
Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

OFFICE DOCUMENT CONSULTING INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Gordon Kushner

Director

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

PJLM SOFTWARE INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Gordon Kushner

Director

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

LASSO DATA SYSTEMS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Gordon Kushner

Director

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

ECI CANADA LASSO HOLDCO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Gordon Kushner

Director

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

## SCHEDULE "A" TO ARTICLES OF AMALGAMATION

### DIRECTOR'S STATEMENT

This statement is made in accordance with the provisions of subsection 178(2) of the *Business Corporations Act* (Ontario) with respect to the amalgamation of ECI Software Solutions Canada Inc., Office Document Consulting Inc., PJLM Software Inc., Lasso Data Systems Inc. and ECI Canada Lasso Holdco Inc. (each, an "Amalgamating Corporation", collectively the "Amalgamating Corporations") to continue as "ECI Software Solutions Canada Inc." ("Amalco").

I, Peter Westcott, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of each Amalgamating Corporation and as such have knowledge of the matters herein.
2. There are reasonable grounds for believing that on the effective date of the amalgamation:
  - (a) each of the Amalgamating Corporations is and Amalco will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of Amalco will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor will be prejudiced by the amalgamation.
3. The Amalgamating Corporations have not been notified by any creditor that it objects to the amalgamation.

This statement is made this 27th day of December, 2018.

  
\_\_\_\_\_  
PETER WESTCOTT

## **SCHEDULE "B-1"**

### **ECI SOFTWARE SOLUTIONS CANADA INC.**

#### **DIRECTORS' RESOLUTIONS**

The undersigned, being all of the directors of ECI SOFTWARE SOLUTIONS CANADA INC. (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"):

#### **AMALGAMATION**

**WHEREAS** the Corporation is the sole shareholder of Office Document Consulting Inc. ("ODCI"), PJLM Software Inc. ("PJLM") and ECI Canada Lasso Holdco Inc. ("Holdco");

**AND WHEREAS** the Corporation and Holdco are all of the shareholders of Lasso Data Systems Inc. ("Lasso");

**AND WHEREAS** ODCI, PJLM, Holdco and Lasso are collectively referred to as the "Subsidiary Corporations";

**AND WHEREAS** it is desirable that the Corporation and the Subsidiary Corporations amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation;

**AND WHEREAS** the Corporation was formed by amalgamation pursuant to the Act by Certificate and Articles of Amalgamation dated December 31, 2017 (the "Articles");

#### **RESOLVED THAT:**

1. The amalgamation of the Corporation and the Subsidiary Corporations and their continuance as **ECI Software Solutions Canada Inc.** (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Subsidiary Corporations shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation 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; and
6. Any one director or officer of the Corporation is authorized and directed to do all acts and things and execute and deliver all such instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.



\_\_\_\_\_  
GORDON KUSHNER



\_\_\_\_\_  
RON BOOKS

\_\_\_\_\_  
PETER WESTCOTT

[Signature Page - ECI: Directors Resolution Approving Amalgamation]

TRADEMARK

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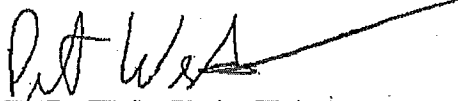


The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.

GORDON KUSHNER

RON BOOKS

A handwritten signature in black ink, appearing to read "Peter Westcott", written over a horizontal line.

PETER WESTCOTT

[Signature Page - ECI: Directors Resolution Approving Amalgamation]

**TRADEMARK**  
**REEL: 006551 FRAME: 0870**

## **SCHEDULE "B-2"**

### **OFFICE DOCUMENT CONSULTING INC.**

#### **DIRECTORS' RESOLUTIONS**

The undersigned, being all of the directors of OFFICE DOCUMENT CONSULTING INC. (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"):

#### **AMALGAMATION**

**WHEREAS** the Corporation, PJLM Software Inc. ("PJLM") and ECI Canada Lasso Holdco Inc. ("Holdco") are wholly-owned subsidiaries of ECI Software Solutions Canada Inc. (the "Parent");

**AND WHEREAS** the Parent and Holdco are all of the shareholders of Lasso Data Systems Inc. ("Lasso");

**AND WHEREAS** the Corporation, PJLM, Holdco and Lasso are collectively referred to as the "Subsidiary Corporations";

**AND WHEREAS** it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation;

**AND WHEREAS** the Parent was formed by amalgamation pursuant to the Act by Certificate and Articles of Amalgamation dated December 31, 2017 (the "Articles");

#### **RESOLVED THAT:**

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as ECI Software Solutions Canada Inc. (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to do all acts and things and execute and deliver all such instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.



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GORDON KUSHNER



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RON BOOKS

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PETER WESTCOTT

[Signature Page - ODC: Directors Resolution Approving Amalgamation]

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.

GORDON KUSHNER

RON BOOKS



PETER WESTCOTT

[Signature Page - ODC: Directors Resolution Approving Amalgamation]

TRADEMARK  
REEL: 006551 FRAME: 0873

## **SCHEDULE "B-3"**

**PJLM SOFTWARE INC.**

### **DIRECTORS' RESOLUTIONS**

The undersigned, being all of the directors of PJLM SOFTWARE INC. (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"):

#### **AMALGAMATION**

**WHEREAS** the Corporation, Office Document Consulting Inc. ("ODCI") and ECI Canada Lasso Holdco Inc. ("Holdco") are wholly-owned subsidiaries of ECI Software Solutions Canada Inc. (the "Parent");

**AND WHEREAS** the Parent and Holdco are all of the shareholders of Lasso Data Systems Inc. ("Lasso");

**AND WHEREAS** the Corporation, ODCI, Holdco and Lasso are collectively referred to as the "Subsidiary Corporations";

**AND WHEREAS** it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation;

**AND WHEREAS** the Parent was formed by amalgamation pursuant to the Act by Certificate and Articles of Amalgamation dated December 31, 2017 (the "Articles");

#### **RESOLVED THAT:**

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as **ECI Software Solutions Canada Inc.** (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to do all acts and things and execute and deliver all such instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.



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GORDON KUSHNER



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RON BOOKS

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PETER WESTCOTT

{Signature Page - PJI.M: Directors Resolution Approving Amalgamation}

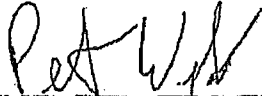
TRADEMARK  
REEL: 006551 FRAME: 0875

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.

GORDON KUSHNER

RON BOOKS



PETER WESTCOTT

[Signature Page - PJLM: Directors Resolution Approving Amalgamation]

TRADEMARK  
REEL: 006551 FRAME: 0876

## SCHEDULE "B-4"

LASSO DATA SYSTEMS INC.

### DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of LASSO DATA SYSTEMS INC. (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act");

#### AMALGAMATION

WHEREAS ECI Software Solutions Canada Inc. (the "Parent") and ECI Canada Lasso Holdco Inc. ("Holdco") are all of the shareholders of the Corporation;

AND WHEREAS Office Document Consulting Inc. ("ODCI"), PJLM Software Inc. ("PJLM") and Holdco are wholly-owned subsidiaries of the Parent;

AND WHEREAS the Corporation, ODCI, PJLM and Holdco are collectively referred to as the "Subsidiary Corporations";

AND WHEREAS it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation;

AND WHEREAS the Parent was formed by amalgamation pursuant to the Act by Certificate and Articles of Amalgamation dated December 31, 2017 (the "Articles");

#### RESOLVED THAT:

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as ECI Software Solutions Canada Inc. (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to do all acts and things and execute and deliver all such instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.



The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.



GORDON KUSHNER



RON BOOKS

PETER WESTCOTT

[Signature Page - Lasso: Directors Resolution Approving Amalgamation]

**TRADEMARK**  
**REEL: 006551 FRAME: 0878**

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.

GORDON KUSHNER

RON BOOKS



PETER WESTCOTT

[Signature Page - Lasso: Directors Resolution Approving Amalgamation]

TRADEMARK  
REEL: 006551 FRAME: 0879

## **SCHEDULE "B-5"**

**ECI CANADA LASSO HOLDCO INC.**

### **DIRECTORS' RESOLUTIONS**

The undersigned, being all of the directors of ECI CANADA LASSO HOLDCO INC. (the "Corporation"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"):

#### **AMALGAMATION**

**WHEREAS** the Corporation, Office Document Consulting Inc. ("ODCI") and PJLM Software Inc. ("PJLM") are wholly-owned subsidiaries of ECI Software Solutions Canada Inc. (the "Parent");

**AND WHEREAS** the Parent and the Corporation are all of the shareholders of Lasso Data Systems Inc. ("Lasso");

**AND WHEREAS** the Corporation, ODCI, PJLM and Lasso are collectively referred to as the "Subsidiary Corporations";

**AND WHEREAS** it is desirable that the Corporation, the other Subsidiary Corporations and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation;

**AND WHEREAS** the Parent was formed by amalgamation pursuant to the Act by Certificate and Articles of Amalgamation dated December 31, 2017 (the "Articles");

#### **RESOLVED THAT:**

1. The amalgamation of the Corporation, the other Subsidiary Corporations and the Parent and their continuance as ECI Software Solutions Canada Inc. (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act is approved;
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares;
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent;
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent;
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation; and
6. Any one director or officer of the Corporation is authorized and directed to do all acts and things and execute and deliver all such instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.



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GORDON KUSHNER



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RON BOOKS

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PETER WESTCOTT

[Signature Page - HoldCo: Directors Resolution Approving Amalgamation]

TRADEMARK  
REEL: 006551 FRAME: 0881

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 27, 2018.

GORDON KUSHNER

RON BOOKS

  
PETER WESTCOTT

[Signature Page - HoldCo: Directors Resolution Approving Amalgamation]