

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM530571

| | | | |
|---|-----------------------------------|-----------------------|---------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 01/02/2019 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| La Coupe Products Inc. | | 01/02/2019 | Corporation: CANADA |
| RECEIVING PARTY DATA | | | |
| Name: | Centura Brands Inc. | | |
| Street Address: | 1200 Aerowood Drive | | |
| Internal Address: | Unit #50 | | |
| City: | Mississauga, Ontario | | |
| State/Country: | CANADA | | |
| Postal Code: | L4W 2S7 | | |
| Entity Type: | Corporation: CANADA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3802070 | LA COUPE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6135637671 | | |
| <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> | | | |
| Phone: | 6135670762 | | |
| Email: | kdunn@mbm.com | | |
| Correspondent Name: | MBM Intellectual Property Law LLP | | |
| Address Line 1: | 275 Slater Street, 14th Floor | | |
| Address Line 4: | Ottawa, Ontario, CANADA K1P 5H9 | | |
| NAME OF SUBMITTER: | Randy Marusyk | | |
| SIGNATURE: | /Randy Marusyk/ | | |
| DATE SIGNED: | 07/04/2019 | | |
| Total Attachments: 10 | | | |
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5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A- Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

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

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

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

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

Centura Brands Inc. Marques Centura 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 |
| Centura Brands Inc. Marques Centura Inc. | 1966718 | 2018 | 12 | 03 |
| La Coupe Products Inc. | 1479711 | 2015 | 12 | 03 |

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

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

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

The corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

B. 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 :

Holders of the common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, and shall be entitled to one vote in respect of each share held.

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 securities other than non-convertible debt securities of the corporation shall be restricted in that no such security shall be transferred without either:

(a) the prior unanimous approval of the Directors as evidenced by a resolution of the Board of Directors; or alternatively

(b) the prior unanimous approval of the holders of those shares having full voting rights for the time being outstanding and entitled to vote as evidenced by a resolution passed at a meeting of the holders of such outstanding shares; or by an instrument or instruments in writing signed by all the holders of such outstanding shares.

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

10.1 The outstanding securities of the Corporation, other than non-convertible debt securities, may be beneficially owned, directly or indirectly, by not more than 50 persons, not including employees and former employees of the Corporation or its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.

10.2 Any invitation to the public to subscribe for shares or other securities of the Corporation is prohibited.

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.

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.

CENTURA BRANDS INC. - MARQUES CENTURA INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Myles Robinson

Print name of signatory /
Nom du signataire en lettres moulées

President

Description of Office / Fonction

LA COUPE PRODUCTS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Sam Forgione

Print name of signatory /
Nom du signataire en lettres moulées

President

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction


SCHEDULE "A"

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, Myles Robinson, of the City of Mississauga, in the Province of Ontario, state that:

1. I am the President of Centura Brands Inc. Marques Centura Inc. and as such have personal knowledge of its affairs.
2. I have conducted such examinations of the books and records of Centura Brands Inc. Marques Centura Inc. and La Coupe Products Inc. as are necessary to enable me to make the statements set out below.
3. There are reasonable grounds for believing that:
 - (a) Centura Brands Inc. Marques Centura Inc. is able to pay its liabilities as they come due;
 - (b) The corporation to be formed by the amalgamation of Centura Brands Inc. Marques Centura Inc. and La Coupe Products Inc. will be able to pay its liabilities as they come due;
 - (c) The realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) No creditor of Centura Brands Inc. Marques Centura Inc. will be prejudiced by the amalgamation.

Dated as of January 2, 2019.



Myles Robinson

SCHEDULE "A"

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT***

I, Sam Forgione, of the City of Mississauga, in the Province of Ontario, state that:

1. I am the President of La Coupe Products Inc. and as such have personal knowledge of its affairs.
2. I have conducted such examinations of the books and records of Centura Brands Inc. Marques Centura Inc. and La Coupe Products Inc. as are necessary to enable me to make the statements set out below.
3. There are reasonable grounds for believing that:
 - (a) La Coupe Products Inc. is able to pay its liabilities as they come due;
 - (b) The corporation to be formed by the amalgamation of Centura Brands Inc. Marques Centura Inc. and La Coupe Products Inc. will be able to pay its liabilities as they come due;
 - (c) The realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) No creditor of La Coupe Products Inc. will be prejudiced by the amalgamation.

Dated as of January 2, 2019.



Sam Forgione

SCHEDULE "B"

RESOLUTIONS OF THE BOARD OF DIRECTORS
CENTURA BRANDS INC. MARQUES CENTURA INC.
(the "Corporation")

Amalgamation

WHEREAS La Coupe Products Inc. is a wholly owned subsidiary of the Corporation;

AND WHEREAS the Corporation and La Coupe Products Inc. have agreed to amalgamate pursuant to subsection 177(1) of the *Business Corporations Act*;

RESOLVED:

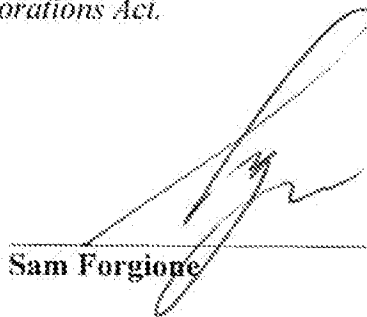
1. The amalgamation of the Corporation with La Coupe Products Inc. is approved;
2. Upon the issuance of a Certificate of Amalgamation pursuant to section 178(4) of the *Business Corporations Act* all shares in the capital of La Coupe Products Inc. shall be cancelled without any repayment of capital in respect of those shares.
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
4. The Articles of Amalgamation of the amalgamated corporation shall be substantially the same as the articles of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The appropriate officers and directors of the Corporation are authorized to do and perform all acts and things, including the execution of documents, necessary or desirable to give effect to the preceding resolutions.

These resolutions are passed by the directors of the Corporation, both of whom have signed below in accordance with the *Business Corporations Act*.

Date: December 3, 2018.



Myles Robinson



Sam Forgione

SCHEDULE "B"

RESOLUTIONS OF THE BOARD OF DIRECTORS

LA COUPE PRODUCTS INC.
(the "Corporation")

Amalgamation

WHEREAS the Corporation is a wholly owned subsidiary of Centura Brands Inc. -- Marques Centura Inc.;

AND WHEREAS the Corporation and Centura Brands Inc. Marques Centura Inc. have agreed to amalgamate pursuant to subsection 177(1) of the *Business Corporations Act*;

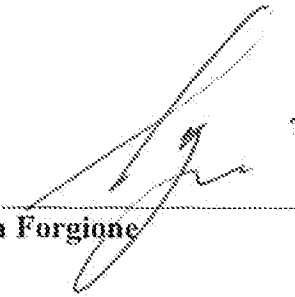
RESOLVED:

1. The amalgamation of the Corporation with Centura Brands Inc. Marques Centura Inc. is approved;
2. Upon the issuance of a Certificate of Amalgamation pursuant to section 178(4) of the *Business Corporations Act* and without affecting the validity of the incorporation and existence of the Corporation under its Articles of Incorporation, all shares in the capital of the Corporation, including all shares which have been issued and are presently outstanding, are cancelled without any repayment of capital in respect of those shares.
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of Centura Brands Inc. Marques Centura Inc.
4. The Articles of Amalgamation of the amalgamated corporation shall be substantially the same as the Articles of Centura Brands Inc. Marques Centura Inc.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The appropriate officers and directors of the Corporation are authorized to do and perform all acts and things, including the execution of documents, necessary or desirable to give effect to the preceding resolutions.

These resolutions are passed by the directors of the Corporation, both of whom have signed below in accordance with the *Business Corporations Act*.

Date: December 3, 2018.


Myles Robinson


Sam Forgione