

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM564542

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	11/01/2019

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Highline Manufacturing Ltd.		11/01/2019	Corporation: CANADA

## RECEIVING PARTY DATA

<b>Name:</b>	Bourgault Industries, Ltd.
<b>Street Address:</b>	500 Hwy #368 North, Saint Brieux
<b>City:</b>	Saskatchewan
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	S0K3V0
<b>Entity Type:</b>	Corporation: CANADA

## PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2864183	HIGHLINE
Registration Number:	5010465	HIGHLINE
Registration Number:	2785253	BALE PRO
Registration Number:	2318754	TOP GUN

## CORRESPONDENCE DATA

## Fax Number:

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

Email: svtmpdocket@reedsmith.com

Correspondent Name: Bourgault Industries Ltd.

Address Line 1: 500 Hwy #368 North, Saint Brieux

Address Line 4: Saskatchewan, CANADA S0K3V0

<b>NAME OF SUBMITTER:</b>	Jason E Garcia, Attorney for Registrant
<b>SIGNATURE:</b>	/Jason E Garcia/
<b>DATE SIGNED:</b>	02/28/2020

## Total Attachments: 6

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# Certificate of Amalgamation

I certify that:

BOURGAULT INDUSTRIES LTD.

102088976

resulted from the amalgamation of

BOURGAULT INDUSTRIES LTD.  
HIGHLINE MANUFACTURING LTD.

under *The Business Corporations Act*

on November 01, 2019.



A handwritten signature in black ink, appearing to read "Steve Hogg", is written over a horizontal line.

Director of Corporations  
November 01, 2019



This certificate was digitally certified by Information Services Corporation on behalf of the Saskatchewan Director of Corporations on Fri, 01 Nov 2019 08:45:26 GMT -06:00.  
For more information regarding this certificate, visit [www.sbc.ca/certificates](http://www.sbc.ca/certificates).

**TRADEMARK**  
**REEL: 006878 FRAME: 0554**

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1. Name of amalgamated corporation:  
**BOURGAULT INDUSTRIES LTD.**
  2. The classes and any maximum number of shares that the corporation is authorized to issue:  
**The attached Schedule 1 is incorporated in this form.**
  3. Restrictions, if any, on share transfers:  
**The attached Schedule 2 is incorporated in this form.**
  4. Number (or minimum or maximum number) of directors:  
**The minimum number of Directors shall be one (1) and the maximum number of Directors shall be eleven (11)**
  5. Restrictions, if any, on businesses the corporation may carry on or on powers the corporation may exercise:  
**None.**
  6. Other provisions if any:  
**The attached Schedule 3 is incorporated into this form.**
  7. \_\_\_\_\_ The Amalgamation Agreement has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 177 of the Act.
  8.   X   The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 178 of the Act. The Articles of Amalgamation set out herein are the same as the Articles of Incorporation of **Bourgault Industries Ltd.**

## SCHEDULE 1

The Corporation is authorized to issue an unlimited amount of Class A and Class B shares, subject to the following preferences, priorities, rights, privileges, limitations, conditions and restrictions hereinafter set forth.

### CLASS A SHARES

1. The holders of Class A shares shall be entitled to one vote per share at all meetings of Shareholders except meetings at which only holders of a specified class of share are entitled to vote.
2. The holders of Class A shares shall be entitled to such profits or surpluses as are lawfully available for dividends or a part thereof in such amount as may be determined in the discretion of the Directors.
3. Subject to the rights attached to any other class of shares of the Corporation, the holders of Class A shares shall be entitled to the remaining property of the Corporation upon dissolution or liquidation.
4. The Class A shares or any part thereof shall be redeemable at the option of the Corporation without the consent of the holder thereof at a price calculated on the following formula:

Fair Market Value of Total Assets minus Total Liabilities minus the current redemption price of any issued Class B shares, all divided by the number of issued Class A shares.

The Fair Market Value is to be determined by the auditors of the Corporation.

### CLASS B SHARES

1. The holders of Class B shares shall not be entitled as such to receive notice of or attend any meeting of the Shareholders of the Corporation and shall not be entitled to vote at any such meeting, other than specifically provided in The Business Corporations Act.
2. The holders of Class B shares shall be entitled to receive and the Corporation shall pay to them, in priority to any payment of dividends on the Class A shares of the Corporation, as and when declared by the board of directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, variable, preferential, cumulative cash dividends calculated at a rate equal to the average of the Royal Bank of Canada's Prime Rates plus 1% per annum at the beginning of each of the most recent two fiscal quarters of the Corporation, converted into a semi-annual rate, which dividends are payable semi-annually on the last day s of each of April and October in each year (the "Dividend Payment Date"), by cheque of the Corporation payable at par at any branch in Canada of the Corporation's bankers for the time being.
3. For the purposes of the provisions as set out in 2. above the term "Prime Rate" shall mean the published prime rate of the Royal Bank of Canada at the relevant date.
4. The holders of Class B shares shall, upon liquidation or dissolution of the Corporation, be entitled to repayment of the amount paid for such shares plus the amount of any unpaid cumulative dividends, whether declared or not, in priority to Class A shares but they shall not be entitled to any further participation in profits or assets.
5. The Class B shares or any part thereof shall be redeemable at the option of either the holder of the Corporation without the consent of the other, at a price equal to the amount paid for the share. At the

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time of that redemption, the Corporation shall pay to the holder any unpaid cumulative dividends, whether declared or not.

## SCHEDULE 2

1. No transfer or alienation of shares in the Corporation, whether by sale, hypothecation, devise or otherwise, shall be valid without the prior written consent of the Directors having first been sought and obtained.
2. Without limiting the generality of 1. the Directors may decline to register a transfer of shares belonging to a Shareholder who is indebted to the Corporation.
3. Without limiting the generality of 1. the Directors shall decline to register any transfer in respect of any share which is subject to a right of purchase unless such share has first been offered to the person (including, without limitation, the Corporation) having a first right to purchase the same.

### SCHEDULE 3

1. The corporation shall have a first and paramount lien on all shares issued to any Shareholder, whether solely or jointly with others and upon the proceeds of any sale thereof, and on all dividends from time to time declared in respect of such shares, for any such Shareholder's debts to the Corporation, whether the time for payment of such debts shall have arrived or not; and no legal or equitable interest in any share shall be created in favour of any other person in priority to or pari passu with the Corporation's lien, without the prior written consent of the Directors.
2. The Corporation shall have the right to acquire any shares then proposed to be sold by any shareholders at such price and on such terms as may be specified in the Bylaws, provided that the Corporation shall not have the right to purchase from any Shareholder any share which is subject to a first right to purchase in favour of any Shareholder of the Corporation, unless such Shareholder shall first have been given the right to purchase the same.
3. The Shareholders of a class of shares in the Corporation have a right to acquire any shares of that class then proposed to be offered by the Corporation in proportion to their then holdings of shares of that class in the Corporation, at such price and on such terms as those shares are to be offered to others.
4. The Chairman at any meeting of the Shareholders and Directors shall not have a casting vote.
5. The number of Shareholders is limited to fifty (50), not including persons who are in the employment of the Corporation and persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment, to be Shareholders of the corporation, two (2) or more persons holding one (1) or more shares jointly shall be counted as a single Shareholder.
6. The Corporation shall not make any distribution to the public of any of its securities.