

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM622389

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/30/2020
RESUBMIT DOCUMENT ID:	900583204

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Basic Fun, Ltd.		10/30/2020	Corporation: CANADA

RECEIVING PARTY DATA

Name:	Basic Fun Canada Holdings, Inc.
Street Address:	66 Wellington Street West
Internal Address:	Suite 4100
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5K1B7
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Serial Number:	86172218	ARCTIC NAVIGATOR
Serial Number:	87159632	BLAST'EMS
Serial Number:	77825199	BLAST'N LAUNCH
Serial Number:	77840298	BRIGHT IDEAS 4 BEDTIME
Serial Number:	87283101	CAKE POP CUTIES
Serial Number:	85140687	COLOR'N GLOW
Serial Number:	86400170	DOT 'N DOODLE
Serial Number:	86836672	EWVGOO
Serial Number:	85764358	FASH'EMS
Serial Number:	87394243	FIJIX
Serial Number:	86751142	FRIGHT FACTORY
Serial Number:	86707092	GEMMIES
Serial Number:	85140716	GLITTER'N GLOW
Serial Number:	77825142	GRAB'N GLOW
Serial Number:	86765518	IMAGIPEN
Serial Number:	85044259	LITE FORCE

Property Type	Number	Word Mark
Serial Number:	85185294	MASH EM'S
Serial Number:	87124005	MASHMALLOWS
Serial Number:	85140736	MEGA-LITE
Serial Number:	86589150	MORPH MACHINES
Serial Number:	85044252	OUTER EDGE
Serial Number:	85044212	POLAR GRIP
Serial Number:	87977785	POOPEEZ
Serial Number:	77825102	PROJECT-A-LITE
Serial Number:	78216537	REGENER8'RS
Serial Number:	86179852	ROOM-A-LITE
Serial Number:	86144875	RUMBLE FISTS
Serial Number:	86459296	SNOW KIX
Serial Number:	78080807	SNOWMOTO
Serial Number:	86172424	SOFT LITES
Serial Number:	86161129	SPAR BAG
Serial Number:	87165779	SPARKLE LOOM
Serial Number:	77825068	SPOTLITE
Serial Number:	86172339	SQUISHY POPS
Serial Number:	77824928	STARLITE PALS
Serial Number:	85204743	SUMMIT SURFER
Serial Number:	77708362	TECH 4 KIDS
Serial Number:	85204752	THE ULTIMATE THRILL ON THE HILL
Serial Number:	86849288	TRIDRIVE

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.

Phone: 3124636242
Email: mgutierrez@polsinelli.com
Correspondent Name: Monica M. Gutierrez
Address Line 1: 150 N. Riverside Plaza
Address Line 2: Suite 3000
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	073875-648514
NAME OF SUBMITTER:	Monica Gutierrez
SIGNATURE:	/Monica Gutierrez/
DATE SIGNED:	01/26/2021

Total Attachments: 6

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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

5040800

OCTOBER 3 0 OCTOBRE, 2020

Sharon Auditt

(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):

B	A	S	I	C	F	U	N	C	A	N	A	D	A	H	O	L	D	I	N	G	S	,	I	N	C

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

66 Wellington Street West, Suite 4100

(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 K 1 B 7

(Name of Municipality or Post Office)

(Postal Code /Code postal)

(Nom de la municipalité ou du bureau de poste)

3. Number of directors is: Fixed number OR minimum and maximum 1 10
Nombre d'administrateurs: Nombre fixe OU minimum et maximum 1 10

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
Mike Swartz	Suite 2112, 301 Yamato Road Boca Raton, FL 33431	No
Jay Foreman	Suite 2112, 301 Yamato Road Boca Raton, FL 33431	No
John MacDonald	PH6, 2010 Islington Avenue Toronto, ON M9P 3S8	Yes
Steven Littman	Suite 2112, 301 Yamato Road Boca Raton, FL 33431	No

Method of amalgamation, check A or B

5. Méthode choisie pour la fusion - Cocher A ou B

A – Amalgamation Agreement / Covention 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 mere 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
BASIC FUN CANADA HOLDINGS, 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
Basic Fun Canada Holdings, Inc.	2586704	2020	10	30
Basic Fun, Ltd.	1971379	2020	10	30

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 :

An unlimited number of one class of shares designated as common 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 :

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

- (a) Dividends. Subject to the provisions of the Business Corporations Act (Ontario) (the "Act") and the rights of the holders of any class of shares entitled to receive dividends in priority to the common shares, the holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
- (b) Participation upon Liquidation, Dissolution or Winding Up. In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to the common shares, be entitled to participate rateably in any distribution of the assets of the Corporation.
- (c) Voting Rights. The holders of the common shares shall be entitled to receive notice of and to attend any meeting of shareholders of the Corporation, other than meetings of the holders of another class or series of shares, at which meeting each holder shall be entitled to one (1) vote for each common shares 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 shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

- (a) the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; or
- (b) the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution.

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

(a) The number of security holders that beneficially own, directly or indirectly, securities of the Corporation, other than non-convertible debt securities, is limited to 50, not including employees or 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.

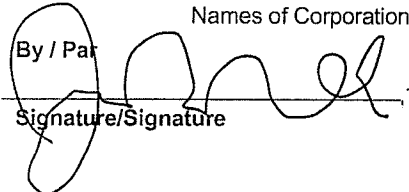
(b) The securities of the Corporation, other than non-convertible debt securities, may be distributed only to persons described in Section 2.4 of National Instrument 45-106 - Prospectus Exemptions, as promulgated by the Canadian Securities Administrators, as the same may be amended, replaced or substituted for from time to time.

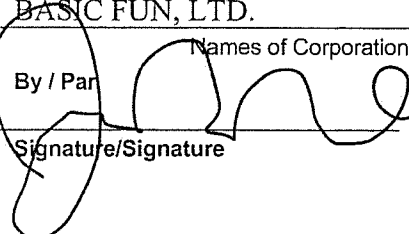
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (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.

Names and **original signature** of a director or authorized officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and descriptions 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..**

BASIC FUN CANADA HOLDINGS, INC.

Names of Corporations / Dénomination sociale des sociétés
By / Par _____
Signature/Signature  _____
Print name of signatory / Nom du signataire en lettres moulées John MacDonald
Description of Office / Fonction Director

BASIC FUN, LTD.
Names of Corporations / Dénomination sociale des sociétés
By / Par _____
Signature/Signature  _____
Print name of signatory / Nom du signataire en lettres moulées John MacDonald
Description of Office / Fonction Director

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 _____

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