

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM683019

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2021
RESUBMIT DOCUMENT ID:	900648807

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Eyecandy Accessories Inc.		12/23/2020	Corporation: CANADA

RECEIVING PARTY DATA

Name:	Gertex Hosiery Inc.
Street Address:	9 Densley Avenue
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M6M 2P5
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	5478142	INMOTION BY EYECANDY
Registration Number:	4263159	BEST FOOT FORWARD
Registration Number:	3645422	DAY IN DAY OUT
Registration Number:	4543672	EYE CANDY
Registration Number:	6358697	FRAMEWORK

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: 2129499022

Email: ehalstead@lawabel.com

Correspondent Name: Erica R. Halstead

Address Line 1: 666 THIRD AVE.

Address Line 2: ABELMAN, FRAYNE & SCHWAB 10TH FLOOR

Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	8006466
NAME OF SUBMITTER:	Erica R. Halstead
SIGNATURE:	/erh/

DATE SIGNED:

10/22/2021

Total Attachments: 14

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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 :

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

GERTEX HOSIERY 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
Eyecandy Accessories Inc.	2124995	2020	12	23
Gertex Hosiery Inc.	1333364	2020	12	23

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 shares of one class being designated as Class A common shares and an unlimited number of shares of another class being designated as Class B 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 Class A common shares and Class B common shares, each as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) The holders of the Class A common shares and Class B common shares shall be entitled to receive such dividends as the directors may from time to time declare. The Class A common shares and Class B common shares need not participate equally as to dividends, and for greater certainty, the directors may declare and pay dividends on the Class A common shares or the Class B common shares of the Corporation without declaring or paying any dividend on the other class of shares of the Corporation;
- (ii) Upon the liquidation, dissolution or winding up of the Corporation or upon final distribution of its property and assets and after the payment of its debts, the holders of the Class A common shares and the Class B common shares shall be entitled to receive rateably and equally on a share for share basis without preference or priority one share over another the remaining property of the Corporation;
- (iii) The holders of the Class A common shares and Class B common shares shall be entitled to receive notice of and attend all meetings of shareholders and each share shall confer the right to one (1) vote in person or by proxy at all such meetings of shareholders of the Corporation;
- (iv) Notwithstanding the provisions of the Business Corporations Act (Ontario) and any other provision herein, each Class A common share shall confer the right to one (1) vote in person or by proxy at a special meeting of shareholders of the Corporation to authorize the change in municipality or geographic township in which the Corporation's registered office is located to another place in Ontario; and
- (v) For greater certainty, where a class of shares or series thereof are uncertificated securities, the rights, privileges, restrictions and conditions attached to such class or series, as the case may be, shall be read without reference to issuing, tendering, receiving or surrendering a share certificate or any other reference to a share certificate or certificates.

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 :

No security or securities of the Corporation, other than non-convertible debt securities, shall be transferred without:

- (a) The previous consent of the holders of more than fifty percent (50%) of the issued shares of the Corporation having voting rights expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of such shares, or
- (b) The previous consent of the directors of the Corporation expressed by a resolution passed by the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors.

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

The directors of the Corporation may, without authorization of the shareholders:

- (a) borrow money on the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (c) subject to the provisions of the Business Corporations Act (Ontario) as amended or re-enacted from time to time, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation; and
- (e) by resolution, delegate any or all such powers to a director, a committee of directors or an officer of the Corporation.


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 signatory's 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.

Eyecandy Accessories Inc.

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Chaim Joseph Rutman
Print name of signatory /
Nom du signataire en lettres moulées
President
Description of Office / Fonction

Gertex Hosiery Inc.

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Aaron Mandelbaum
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
UNDER SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (ONTARIO)**

The undersigned, being a director of each of Gertex Hosiery Inc. ("Gertex") and Eyecandy Accessories Inc. ("Eyecandy"), hereby certifies as follows:

There are reasonable grounds for believing that:

1. each of Gertex and Eyecandy is and the amalgamated corporation will be able to pay its liabilities as they become due;
2. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
3. no creditors will be prejudiced by the amalgamation of Gertex and Eyecandy.

DATED the 23rd day of December, 2020.



Aaron Mandelbaum

#4485140 v1 | 4117557

#00302

**TRADEMARK
REEL: 007468 FRAME: 0067**

SCHEDULE 'B'

RESOLUTION OF THE DIRECTORS

OF

**GERTEX HOSIERY INC.
(the "Corporation")**

AMALGAMATION

WHEREAS Eyecandy Accessories Inc. ("Eyecandy") is a subsidiary of and has decided to amalgamate with the Corporation;

NOW THEREFORE BE IT RESOLVED that:


1. the amalgamation of the Corporation and Gertex under the *Business Corporations Act* (Ontario) (the "Act"), pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of Eyecandy, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation, including the corporate name;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws 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. any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

The undersigned, being all of the directors of the Corporation, hereby consent to the foregoing resolution.

DATED the 23rd day of December, 2020.



Aaron Mandelbaum

Abraham Rotenberg

#4508398 v1 | 4117557

M.B. #4094

#00303

TRADEMARK
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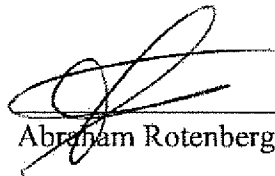
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;

6. any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

The undersigned, being all of the directors of the Corporation, hereby consent to the foregoing resolution.

DATED the 23rd day of December, 2020.

Aaron Mandelbaum



Abraham Rotenberg

#4508398 v1 | 4117557

M.B. #4094

#00243

SCHEDULE 'B'

**RESOLUTION OF THE DIRECTORS
OF
EYECANDY ACCESSORIES INC.
(the "Corporation")**

AMALGAMATION

WHEREAS the Corporation is a subsidiary of and has decided to amalgamate with Gertex Hosiery Inc. ("Gertex");

NOW THEREFORE BE IT RESOLVED that:

1. the amalgamation of the Corporation and Gertex under the *Business Corporations Act* (Ontario) (the "Act"), pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Gertex, including the corporate name;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Gertex;

5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

6. any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

The undersigned, being all of the directors of the Corporation, hereby consent to the foregoing resolution.

DATED the 23rd day of December, 2020.



Chaim Joseph Rutman

Aaron Mandelbaum

Barry Rotenberg

#4508397 v1 | 4117557

5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

6. any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

The undersigned, being all of the directors of the Corporation, hereby consent to the foregoing resolution.

DATED the 23rd day of December, 2020.

Chaim Joseph Rutman



Aaron Mandelbaum

Barry Rotenberg

#4508397 v1 | 4117557

5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

6. any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

The undersigned, being all of the directors of the Corporation, hereby consent to the foregoing resolution.

DATED the 23rd day of December, 2020.

Chaim Joseph Rutman

Aaron Mandelbaum



Barry Rotenberg

#4508397 v1 | 4117557

M.B. #4135

#00256