

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM690972

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Buffalo International ULC		12/18/2017	Unlimited Liability Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Buffalo International Inc.		
Street Address:	400 Sauve West		
City:	Montreal, QC		
State/Country:	CANADA		
Postal Code:	H3L 1Z8		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85487213	I JEANS BY BUFFALO	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	aresnick@mosaiclegalgroup.com		
Correspondent Name:	Adam D. Resnick		
Address Line 1:	Mosaic Legal Group, PLLC		
Address Line 2:	5185 MacArthur Blvd., NW, Suite 350		
Address Line 4:	Washington, D.C. 20016-3341		
DOMESTIC REPRESENTATIVE			
Name:	Adam D. Resnick		
Address Line 1:	Mosaic Legal Group, PLLC		
Address Line 2:	5185 MacArthur Blvd., NW, Suite 350		
Address Line 4:	Washington, D.C. 20016-3341		
NAME OF SUBMITTER:	Adam D. Resnick		
SIGNATURE:	/Adam D. Resnick/		
DATE SIGNED:	11/29/2021		

OP \$40.00 85487213

Total Attachments: 10

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Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

Buffalo International Inc.

Corporate name / Dénomination sociale

1054420-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act (CBCA)*.

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions (LCSA)*.

Virginie Ethier

Director / Directeur

2017-12-18

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



Form 11
Articles of Continuance
Canada Business Corporations Act
(CBCA) (s. 187)

Formulaire 11
Clauses de prorogation
Loi canadienne sur les sociétés par
actions
(LCSA) (art. 187)

1	Corporate name Dénomination sociale Buffalo International Inc.
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social AB
3	The classes and the maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre See attached schedule / Voir l'annexe ci-jointe
4	Restrictions on share transfers Restrictions sur le transfert des actions See attached schedule / Voir l'annexe ci-jointe
5	Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs Min. 1 Max. 15
6	Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société None
7	(1) If change of name effected, previous name S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure Buffalo International ULC (2) Details of incorporation Détails de la constitution See attached schedule / Voir l'annexe ci-jointe
8	Other Provisions Autres dispositions See attached schedule / Voir l'annexe ci-jointe

9 Declaration: I certify that I am a director or an officer of the company continuing into the CBCA.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Charles Bitton

Charles Bitton

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

SCHEDULE "A"

The Corporation is authorized to issue an unlimited number of the following classes of shares:

Class "A",

Class "B",

Class "C",

Class "D",

Class "E",

Class "F", and

Common shares.

1. DEFINITIONS In these Articles:

"Consideration" means, for a Class "C" share, the sum of ONE DOLLAR (\$1.00) less all amounts paid on the share as a reduction of stated capital. "Consideration" means, for a share other than a Class "C" share, the amount of money for which the share was issued or, if the share was issued in consideration of property or past services, the fair market value of such property or such services as accepted by the Board of Directors, less the aggregate of the following:

a) the fair market value of any other consideration paid by the Corporation for such property or services; and

b) all amounts paid on the share as a reduction of stated capital.

"Redemption Price" means the aggregate of the Consideration in respect of the share and any dividends declared on the share remaining unpaid on the date of redemption.

2. VOTING RIGHTS

The holders of the Class "A" and Common shares shall be entitled to receive notice of and attend all meetings of the shareholders of the Corporation and shall be entitled to vote at such meetings on the basis of one vote for each share held, the holders of fractional shares being entitled to a proportional vote. The holders of the Class "B", Class "C", Class "D", Class "E" and Class "F" shares shall not be entitled to receive notice of, attend, or vote at meetings of the shareholders of the Corporation.

3. DIVIDENDS

The holders of the Class "A" shares shall not have the right to receive any dividends on such shares. The holders of the Class "B" shares shall have the right to receive, out of the funds legally available for such purpose and when declared by the Board of Directors, a non-preferential non-cumulative dividend at a rate which shall not exceed one-half of one percent (1/2 of 1%) per month per share on the Consideration thereof. The holders of the Class "C" shares shall have the right to receive, out of the funds legally available for such purpose and when declared by the Board of Directors, a preferential cumulative dividend at a rate of one-half of one percent (1/2 of 1%) per month per share on the Consideration thereof. The holders of the Class "D" shares shall have the right to receive, out of the funds legally available for such purpose and when declared by the Board of Directors, a non-preferential non-cumulative dividend at a rate which shall not exceed six percent (6%) per annum per share on the Consideration thereof. The holders of the Class "F" shares shall have the right to receive, out of the funds legally available for such purpose and when declared by the Board of Directors, a non-preferential non-cumulative dividend at a rate which shall not exceed one-half of one percent (1/2 of 1%) per month per share on the Consideration thereof. The holders of the Common and Class "E" shares shall have the right to receive, out of the funds legally available

for such purpose and when declared by the Board of Directors, dividends in such amounts as it may declare. Subject to any provision to the contrary contained herein, each class of shares comprises a distinctive right to dividends and the Board of Directors may declare dividends on one or more classes of shares to the exclusion of the other classes at its discretion. The participation of the holders of the Class "A", Class "B", Class "C", Class "D" and Class "F" shares in the profits and increase in value of the assets of the Corporation is limited as herein stated.

4. SHARES REDEEMABLE BY THE CORPORATION

Upon notice of at least thirty (30) days to the holders thereof, the Corporation may redeem the whole or any part of the Class "B", Class "C", Class "D" or Class "F" shares upon payment of the Redemption Price for each share to be redeemed. If at any time the shares of a particular class that the Corporation wishes to redeem are held by more than one shareholder and a portion only of the then outstanding shares of that class is redeemed, the number of shares redeemed from a particular shareholder shall be in proportion to the number of shares of that class held by such shareholder. The Board of Directors may make such adjustments as may be necessary to avoid the creation of fractional shares.

5. RETRACTABLE SHARES

The holders of the Class "B", Class "C" or Class "F" shares may, by notice in writing to the Corporation at its registered office, require the Corporation to redeem the whole or any part of their Class "B", Class "C" or Class "F" shares, for the Redemption Price. The redemption shall be deemed effective and the Redemption Price shall be paid on the later of the date specified in the shareholder's notice and sixty (60) days following receipt of the said notice by the Corporation. If the Corporation is unable to lawfully redeem all the Class "B", Class "C" and Class "F" shares which the Corporation has been required to redeem (the "tendered shares"), the funds available shall be used to redeem as many tendered shares as possible and the balance of the tendered shares shall be redeemed, from time to time, semi-annually, from funds which may lawfully then be available, until all of the tendered shares have been redeemed. If at any time tendered shares are held by more than one shareholder, irrespective of the dates of the redemption notices, and the Corporation is unable to redeem all such tendered shares, the Corporation shall utilize the funds available for redemption of tendered shares such that each shareholder receives the proportion of the available funds equal to the proportion of the tendered shares held by him. No dividends shall be paid or declared on any class of shares and no shares other than tendered shares shall be redeemed or repurchased by the Corporation until all tendered shares have been redeemed. The Corporation shall make every reasonable effort to provide funds for such redemptions as long as there are tendered shares outstanding.

6. RESTRICTIONS

No dividends may be paid or declared on any class of shares, other than Class "C" shares, no amounts can be paid on a class of shares, other than Class "C" shares, as a reduction of stated capital, and no shares, other than Class "C" shares, may be redeemed or purchased for cancellation by the Corporation, which would result in the Corporation not having sufficient net assets to pay the Redemption Price with respect to the Class "C" shares. Subject to the above, no dividends may be paid or declared on any class of shares, other than Class "B", Class "C" or Class "F" shares, no amounts can be paid on a class of shares, other than Class "B", Class "C" or Class "F" shares, as a reduction of stated capital, and no shares, other than Class "B", Class "C" or Class "F" shares, may be redeemed or purchased for cancellation by the Corporation, which would result in the Corporation not having sufficient net assets to pay the aggregate Redemption Price with respect to the Class "B", Class "C" and Class "F" shares.

7. DISTRIBUTION OF REMAINING PROPERTY

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the shareholders shall be entitled to receive the remaining property of the Corporation in the following order:

The Redemption Price to the holders of the Class "C" shares, in proportion to the respective number of shares of that class held by them;

After payment to the holders of the Class "C" shares, the Redemption Price to the holders of the Class "F" shares, in proportion to the respective number of shares of that class held by them;

After payment to the holders of the Class "F" shares, the Redemption Price to the holders of the Class "B" shares, in proportion to the respective number of shares of that class held by them;

After payment to the holders of the Class "B" shares, the Consideration to the holders of the Class "A" shares, in proportion to the respective number of shares of that class held by them;

After payment to the holders of the Class "A" shares, the Redemption Price to the holders of the Class "D" shares, in proportion to the respective number of shares of that class held by them; and

The balance, if any, to the holders of the Common and Class "E" shares, in proportion to the respective number of shares of these classes held by them.

Schedule / Annexe

Restrictions on Share Transfers / Restrictions sur le transfert des actions

Subject to any shareholders' agreement, the transfer of shares of the Corporation shall be restricted in that no transfer of any shares of the Corporation shall be valid unless and until approved by a resolution of the Board of Directors or by the written consent of the shareholders of the Corporation holding more than Fifty percent (50%) of the issued shares of the Corporation carrying full voting rights.

SCHEDULE "B"

OTHER RULES OR PROVISIONS (IF ANY):

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
2. Meetings of shareholders may be held inside or outside of Canada as the directors may determine.

Buffalo International ULC was formed by amalgamation under the *Business Corporations Act* (Alberta) on January 17, 2013.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale
Buffalo International Inc.

2 Address of registered office
Adresse du siège social
**1000, 250 - 2nd Street SW
Calgary AB T2P 0C1**

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration
See attached schedule / Voir l'annexe ci-jointe

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Charles Bitton

Charles Bitton
514-388-3551

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Schedule / Annexe

Members of the board of directors / Membres du conseil d'administration

Resident Canadian
Résident Canadien

Charles Bitton	3940 Cotes des Neiges, #A41, Montreal QC H3H 1W2, Canada	Yes / Oui
David Bitton	8 Avenue Forden, Westmount QC H3Y 2Y7, Canada	Yes / Oui
Gabriel Bitton	65 rue Granville, Hampstead QC H3X 3B7, Canada	Yes / Oui
Michel Bitton	18 Baronscourt, Hampstead QC H3X 1H1, Canada	Yes / Oui