

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM767022

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Royal J & M Distributing Inc.		11/04/2022	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Royal J & M Distributing Inc.		
Street Address:	333 Bay Street		
Internal Address:	Unit 2400		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5H 2T6		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4244702	VIRAL LUBRICANTS	
Registration Number:	3286034	IGNITION	
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:	jessica.kraver@katten.com		
Correspondent Name:	Jessica G. Kraver		
Address Line 1:	50 Rockefeller Plaza		
Address Line 2:	c/o Katten Muchin Rosenman LLP		
Address Line 4:	New York, NEW YORK 10020		
ATTORNEY DOCKET NUMBER:	390170-00016		
NAME OF SUBMITTER:	Jessica G. Kraver		
SIGNATURE:	/Jessica G. Kraver/		
DATE SIGNED:	11/10/2022		
Total Attachments: 17			
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page1.tif			
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page2.tif			
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page3.tif			

CH \$65.00 4244702

source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page4.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page5.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page6.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page7.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page8.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page9.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page10.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page11.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page12.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page13.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page14.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page15.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page16.tif
source=Royal J M Distributing Inc. - Certificate of Amalgamation and Araticles of Amalgamation (002)#page17.tif

Certificate of Amalgamation

Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

ROYAL J & M DISTRIBUTING INC.

Corporation Name / Dénomination sociale

1000357200

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

November 04, 2022 / 04 novembre 2022

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete
without the Articles of Amalgamation

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne
contient pas les statuts de fusion

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

V. Quintanilla W.

Directeur ou registrateur

TRADEMARK
REEL: 007904 FRAME: 0098



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name
ROYAL J & M DISTRIBUTING INC.

2. Registered Office Address
333 Bay Street, 2400, Toronto, Ontario, Canada, M5H 2T6

3. Number of Directors
Minimum/Maximum

Min 1 / Max 10

4. The director(s) is/are:

Full Name
Resident Canadian
Address for Service

Jon GILBERT
No
525 West Monroe Street, 1300, Chicago, Illinois, United States,
60661-3693

Full Name
Resident Canadian
Address for Service

Christopher KILLACKEY
No
191 N Wacker, 800, Chicago, Illinois, United States, 60606

Full Name
Resident Canadian
Address for Service

Douglas LIPKE
No
191 N Wacker, 800, Chicago, Illinois, United States, 60606

5. Method of Amalgamation

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

Director/Registrar, Ministry of Government and Consumer Services

A. Amalgamation Agreement

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.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
1000317348 ONTARIO INC.	1000317348	November 04, 2022
1549915 ONTARIO LIMITED	1549915	November 04, 2022
2729165 ONTARIO INC.	2729165	November 04, 2022
ROYAL J & M DISTRIBUTING INC.	456359	November 04, 2022

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

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

7. The classes and any maximum number of shares that the corporation is authorized to issue:

The Corporation is authorized to issue an unlimited number of 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. If there is only one class of shares, enter "Not Applicable":

INTERPRETATION 1.1 General Definitions In these Share Conditions the following terms shall have the following meanings unless the context otherwise requires: "Act" means the Business Corporations Act, R.S.O 1990, c. B.16, as now enacted or as the same may from time to time be amended or re-enacted. "Articles" has the meaning ascribed thereto in subsection 1(1) of the Act.

"common shares" means the common shares in the capital of the Corporation. "Corporation" means the body corporate created by these articles. "directors" means the directors or director, as the case may be, of the Corporation and reference to any action by the directors or director, as the case may be, means action taken by them by resolution as a board. "holder" of any share referred to herein means the holder of such share as registered on the books of the Corporation and, in respect of shares held by joint holders, means all such joint holders. "Liquidation Distribution" means a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs. "Share Conditions" means the rights, privileges, restrictions and conditions attaching to the Common Shares as a class as set out herein.

ARTICLE 2 COMMON SHARES 2.1 Voting The holders of the common shares shall be entitled to one vote for each common share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series. 2.2 Dividends The holders of the common shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, such non-cumulative dividends as the directors may from time to time declare. The directors may, in their discretion, declare dividends on any other class of shares without at the same time declaring dividends on the common shares. 2.3 Liquidation Distribution In the event of any Liquidation Distribution, the holders of the common shares shall be entitled to receive the remaining property of the Amalgamated Corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

The transfer of shares in the capital of the Corporation shall be restricted in the manner as set out in the Other Provisions of these articles.

10. Other provisions:

The right to transfer securities (including for greater certainty shares) other than non-convertible debt securities of the Corporation, shall be restricted in that no securities shall be transferred without either: (a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such securities; or (b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such securities.

The articles have been properly executed by the required person(s).

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar, Ministry of Government and Consumer Services

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar, Ministry of Government and Consumer Services

Supporting Document - Schedule "B"

A copy of the amalgamation agreement adopted by shareholders under subsection 176(4) of the Business Corporations Act

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar, Ministry of Government and Consumer Services

SCHEDULE A

STATEMENT OF A DIRECTOR OR OFFICER OF
**1000317348 ONTARIO INC., 1549915 ONTARIO LIMITED, ROYAL J & M
DISTRIBUTING INC. AND 2729165 ONTARIO INC.**
PURSUANT TO SUBSECTION 178(2)
OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Jon Gilbert, of the City of Chicago in the State of Illinois, United States, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”);
2. I am a director of each of 1000317348 Ontario Inc. (“**1000 Ontario**”), 1549915 Ontario Limited (“**154 Ontario**”), Royal J & M Distributing Inc. (“**Royal**”) and 2729165 Ontario Inc. (“**272 Ontario**” and together with 1000 Ontario, 154 Ontario and Royal, the “**Amalgamating Corporations**”) and as such have knowledge of their affairs;
3. I have conducted such examinations of the books and records of each of the Amalgamating Corporations, and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will, be able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 4th day of November, 2022.

Jon Gilbert

Jon Gilbert

AMALGAMATION AGREEMENT

THIS AMALGAMATION AGREEMENT is made the 4th day of November, 2022.

BETWEEN:

1549915 ONTARIO LIMITED, a corporation incorporated under the laws of the Province of Ontario

(“**154 Ontario**”)

- and -

2729165 ONTARIO INC., a corporation incorporated under the laws of the Province of Ontario

(“**272 Ontario**”)

- and -

ROYAL J & M DISTRIBUTING INC., a corporation incorporated under the laws of the Province of Ontario

(“**Royal**”)

1000317348 ONTARIO INC., a corporation incorporated under the laws of the Province of Ontario

(“**1000 Ontario**”)

RECITALS:

WHEREAS each of 154 Ontario, 272 Ontario, Royal and 1000 Ontario acting under the authority contained in the Act (as hereinafter defined) have agreed to amalgamate effective as of the Effective Date (as hereinafter defined) upon the terms and conditions hereinafter set out; and

WHEREAS each of 154 Ontario, 272 Ontario, Royal and 1000 Ontario have made full disclosure to each other of all of their respective assets and liabilities; and

WHEREAS the authorized capital of 154 Ontario consists of an unlimited number of common shares of which there are none issued and outstanding, an unlimited number of Class B Common shares of which there are 100 Class B Common shares issued and outstanding as fully paid and non-assessable, and an unlimited number of Class A Special shares of which there are 913,630 Class A Special shares issued and outstanding as fully paid and non-assessable; and

WHEREAS the authorized capital of 272 Ontario consists of an unlimited number of Class A Common shares of which there are none issued and outstanding, an unlimited number of Class B Common shares of which there are 100 Class B Common shares issued and outstanding as fully paid and non-assessable, an unlimited number of Class C Common shares of which there are none issued and outstanding, an unlimited number of Class A Special shares of which there are 913,630 Class A Special shares issued and outstanding as fully paid and non-assessable, an unlimited number of Class B Special shares of which there are none issued and outstanding and an unlimited number of Class V Special shares of which there are none issued and outstanding; and

WHEREAS the authorized capital of Royal consists of an unlimited number of Class A Common shares of which there are 100 Class A Common shares issued and outstanding as fully paid and non-assessable, an unlimited number of Class B Common shares of which there are 100 Class B Common shares issued and outstanding as fully paid and non-assessable, an unlimited number of Class C Common shares of which there are 100 Class C Common shares issued and outstanding as fully paid and non-assessable, an unlimited number of Class C shares of which there are none issued and outstanding, an unlimited number of Class D shares of which there are 1,320 Class D shares issued and outstanding as fully paid and non-assessable, and an unlimited number of Class E shares of which there are none issued and outstanding; and

WHEREAS the authorized capital of 1000 Ontario consists of an unlimited number of common shares of which there is 1 common share issued and outstanding as fully paid and non-assessable.

NOW THEREFORE in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged) the parties agree as follows:

1. Definitions

In this Agreement, including the recitals hereto, the following terms shall have the respective meanings ascribed to them below:

“**Act**” means the *Business Corporations Act* (Ontario), R.S.O 1990, c. B.16, as amended or re-enacted, from time to time;

“**Agreement**” means this amalgamation agreement, including the recitals and all schedules hereto, as the same may be amended, supplemented and/or restated from time to time;

“**Amalgamated Corporation**” means the corporation continuing from the Amalgamation;

“**Amalgamation**” means the amalgamation of 154 Ontario, 272 Ontario, Royal and 1000 Ontario as contemplated by this Agreement;

“**Amalgamating Corporations**” means 154 Ontario, 272 Ontario, Royal and 1000 Ontario, and in the singular, means any one of them;

“**Certificate of Amalgamation**” means the certificate of amalgamation issued by the Director in respect of the Amalgamation;

“**Director**” means the Director appointed by section 278 of the Act;

“**Effective Date**” means November 1, 2022; and

“**Tax Act**” means the *Income Tax Act* (Canada).

2. Agreement to Amalgamate

Each of the Amalgamating Corporations hereby agree to amalgamate pursuant to the provisions of the Act and to continue as one corporation as of the Effective Date under the terms and conditions as set out in this Agreement.

3. Name

The name of the Amalgamated Corporation shall be “Royal J & M Distributing Inc.”

4. Registered Office

The registered office of the Amalgamated Corporation shall be in the City of Toronto, in the Province of Ontario and shall be located at 333 Bay Street, Unit 2400, Toronto, Ontario M5H 2T6 until changed in accordance with the Act.

5. Business

There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers which the Amalgamated Corporation may exercise.

6. Authorized Capital

The Amalgamated Corporation shall be authorized to issue an unlimited number of common shares.

7. Share Conditions

The rights, privileges, restrictions and conditions attaching to the common shares as a class shall be as outlined in Schedule A to this Agreement.

8. Share Conversion on Amalgamation

The issued and outstanding shares in the capital of the Amalgamating Corporations will be cancelled or exchanged into issued shares in the capital of the Amalgamated Corporation as follows:

- (a) the 913,630 Class A Special shares and 100 Class B Common shares of 272 Ontario held by and registered in the name of 1000 Ontario shall be cancelled

without any repayment of capital in respect thereof and shall not be exchanged for shares of the Amalgamated Corporation;

- (b) the 913,630 Class A Special shares and 100 Class B Common shares of 154 Ontario held by and registered in the name of 1000 Ontario shall be cancelled without any repayment of capital in respect thereof and shall not be exchanged for shares of the Amalgamated Corporation;
- (c) the 1,000 Class D shares and 100 Class B Common shares of Royal held by and registered in the name of 1000 Ontario shall be cancelled without any repayment of capital thereof and shall not be exchanged for shares of the Amalgamated Corporation;
- (d) the 160 Class D shares and 100 Class C Common shares of Royal held by and registered in the name of 154 Ontario shall be cancelled without any repayment of capital thereof and shall not be exchanged for shares of the Amalgamated Corporation;
- (e) the 160 Class D shares and 100 Class A Common shares of Royal held by and registered in the name of 272 Ontario shall be cancelled without any repayment of capital thereof and shall not be exchanged for shares of the Amalgamated Corporation;
- (f) the 1 common share of 1000 Ontario held by and registered in the name of 1000317334 Ontario Inc. shall be exchanged into one (1) common share of the Amalgamated Corporation.

After the endorsement of the Certificate of Amalgamation giving effect to the amalgamation contemplated in this Agreement, the shareholders of record of the Amalgamating Corporations immediately prior to the Effective Date of the Amalgamation shall, at the request of the Amalgamated Corporation, surrender any share certificates representing shares held by them in the Amalgamating Corporations, as applicable.

9. Restriction on Transfer of Shares

The right to transfer securities (including, for greater certainty, shares) other than non-convertible debt securities of the Amalgamated Corporation shall be restricted in that no securities shall be transferred without either:

- (a) the consent of the directors of the Amalgamated Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such securities; or
- (b) the consent of the holder or holders of shares of the Amalgamated Corporation to which are attached at least a majority of the votes attaching to all shares of the Amalgamated Corporation for the time being outstanding, carrying a voting right either under all circumstances or some circumstances that have occurred and are

continuing, expressed by resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such securities.

10. Directors

The number of directors of the Amalgamated Corporation shall consist of a minimum of one (1) director and a maximum of ten (10) directors. The first directors of the Amalgamated Corporation shall be the persons named below:

Name	Address for Service	Resident Canadian
Jon Gilbert	525 West Monroe Street, Unit 1300, Chicago, Illinois, USA, 60661-3693	No
Christopher Killackey	191 N Wacker, Unit 800, Chicago, Illinois, USA 60606	No
Douglas Lipke	191 N Wacker, Unit 800, Chicago, Illinois, USA 60606	No

Such persons shall hold office until the first annual meeting of the shareholders of the Amalgamated Corporation or until their successors are elected or appointed. The subsequent director or directors shall be elected thereafter at either an annual meeting or a special meeting of the shareholders. Subject to the provisions of any unanimous shareholder agreement and the Act, the directors shall manage or supervise the management of the business and affairs of the Amalgamated Corporation.

11. By-laws

The by-laws of the Amalgamated Corporation will not be any of the by-laws of any of the Amalgamating Corporations. A copy of the proposed by-laws of the Amalgamated Corporation may be examined at the address indicated herein to be the registered office of the Amalgamated Corporation.

12. Stated capital

The stated capital account to be maintained in respect of the common shares of the Amalgamated Corporation immediately after the Amalgamation becomes effective will be equal to the stated capital for the issued and outstanding common shares of 1000 Ontario immediately before the date of the certificate of amalgamation.

13. Result of Amalgamation

Upon the endorsement of the certificate of amalgamation by the Director and at the Effective Date, pursuant to the Act:

- (a) the Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions prescribed in this Agreement;
- (b) the Amalgamating Corporations cease to exist as entities separate from the Amalgamated Corporation;
- (c) the Amalgamated Corporation shall possess all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
- (d) a conviction against, or ruling, order or judgment in favour of or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;
- (e) the Articles of Amalgamation are deemed to be the articles of incorporation of the Amalgamated Corporation and, except for the purposes of subsection 117(1) of the Act, the Certificate of Amalgamation is deemed to be the certificate of incorporation of the Amalgamated Corporation; and
- (f) the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the Amalgamation has become effective.

14. Articles of Amalgamation

Subject to Section 15, after the shareholders of each Amalgamating Corporation have approved this Agreement by special resolution, articles of amalgamation, together with the statement of a director or an officer of each of the Amalgamating Corporations required under subsection 178(2) of the Act, shall, for the purpose of bringing the Amalgamation into effect, be submitted to the Director.

15. Termination

This Agreement may be terminated by the directors of an Amalgamating Corporation, notwithstanding the approval of this Agreement by the shareholders of such Amalgamating Corporation, at any time prior to the endorsement of a Certificate of Amalgamation.

16. Governing law

This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

17. Counterpart, Execution

This Agreement may be executed in any number of counterparts. Each executed counterpart shall be deemed to be an original. All executed counterparts taken together shall

constitute one and the same original agreement. To evidence the fact that it has executed this Agreement, a Party may send a copy of its executed counterpart to the other Party by electronic mail in Portable Document File (PDF) format. Each executed counterpart shall be deemed to be an original; all executed counterparts taken together shall constitute one agreement.

[Remainder of page intentionally left blank - signature page follows]

IN WITNESS WHEREOF the parties have executed this Agreement by their duly authorized officers as of the day and year first written above.

1000317348 ONTARIO INC.

Jon Gilbert

By: _____

Name: Jon Gilbert

Title: Director and Secretary

1549915 ONTARIO LIMITED

Jon Gilbert

By: _____

Name: Jon Gilbert

Title: Director and Secretary

2729165 ONTARIO INC.

Jon Gilbert

By: _____

Name: Jon Gilbert

Title: Director and Secretary

ROYAL J & M DISTRIBUTING INC.

Jon Gilbert

By: _____

Name: Jon Gilbert

Title: Director and Secretary

SCHEDULE A

The rights, privileges, restrictions and conditions attaching to the common shares as a class shall be as follows:

ARTICLE 1 INTERPRETATION

1.1 General Definitions

In these Share Conditions the following terms shall have the following meanings unless the context otherwise requires:

“**Act**” means the *Business Corporations Act*, R.S.O 1990, c. B.16, as now enacted or as the same may from time to time be amended or re-enacted.

“**Articles**” has the meaning ascribed thereto in subsection 1(1) of the Act.

“**common shares**” means the common shares in the capital of the Corporation.

“**Corporation**” means the body corporate created by these articles.

“**directors**” means the directors or director, as the case may be, of the Corporation and reference to any action by the directors or director, as the case may be, means action taken by them by resolution as a board.

“**holder**” of any share referred to herein means the holder of such share as registered on the books of the Corporation and, in respect of shares held by joint holders, means all such joint holders.

“**Liquidation Distribution**” means a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

“**Share Conditions**” means the rights, privileges, restrictions and conditions attaching to the Common Shares as a class as set out herein.

ARTICLE 2 COMMON SHARES

2.1 Voting

The holders of the common shares shall be entitled to one vote for each common share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series.

2.2 Dividends

The holders of the common shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, such non-cumulative dividends as the directors may from time to time declare. The directors may, in their discretion, declare dividends on any other class of shares without at the same time declaring dividends on the common shares.

2.3 Liquidation Distribution

In the event of any Liquidation Distribution, the holders of the common shares shall be entitled to receive the remaining property of the Amalgamated Corporation.