

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM845542

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	01/01/2020

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Andritz Paper Machinery Ltd.		12/11/2019	Corporation: CANADA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Andritz Ltd.	12/11/2019	Corporation: CANADA

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Andritz Ltd.
Street Address:	1 Germain Street, Suite 1500
City:	Saint John, New Brunswick
State/Country:	CANADA
Postal Code:	E2L 4V1
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1280548	AUTOVAC
Registration Number:	3053130	DELTAFL0
Registration Number:	1811862	DUOVAC
Registration Number:	2221067	DUR-LOC
Registration Number:	1479332	ISOFLO
Registration Number:	1014004	ORTHOFLO
Registration Number:	3048690	PF FORMER
Registration Number:	3000941	SUPER HIVAC
Registration Number:	1811863	TRIVAC

CORRESPONDENCE DATA

Fax Number: 4048156555

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: 404-815-6500

OP \$240.00 1280548

Email: mbridges@kilpatricktownsend.com
Correspondent Name: Olivia Maria Baratta / KTS
Address Line 1: 1100 Peachtree Street, Suite 2800
Address Line 2: Mailstop: IP Docketing - 22
Address Line 4: Atlanta, GEORGIA 30309-4528

NAME OF SUBMITTER: Tiffani Otey, NC Bar Member

SIGNATURE: /Tiffani D. Otey/

DATE SIGNED: 10/12/2023

Total Attachments: 10

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CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS
COMMERCIALES

CERTIFICATE OF AMALGAMATION
(SECTION 124)

CERTIFICAT DE FUSION
(ARTICLE 124)

Andritz Ltd./Andritz Ltee.

Name of Corporation / Raison sociale de la corporation

714169

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation resulted from the amalgamation of the following corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.

JE CERTIFIE que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

January 1, 2020 - le 1 janvier 2020

Deputy Director - Adjointe au
Directeur

Date of Amalgamation - Date de fusion



**BUSINESS CORPORATIONS ACT
FORM 6
ARTICLES OF AMALGAMATION
(SECTION 124)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 6
STATUTS DE FUSION
(ARTICLE 124)**

1 - Name of Corporation:

Raison sociale de la corporation:

Andritz Ltd./Andritz Ltee.

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value:

Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

One class of common shares, without nominal or par value, unlimited as to number.

3 - Restrictions, if any, on share transfers:

Restrictions, s'il y en a, au transfert d'actions:

See Schedule attached

4 - Number (or minimum and maximum number) of directors:

Nombre (ou nombre minimum et maximum) des administrateurs:

Not less than One (1) director and not more than Five (5) directors.

5 - Restrictions, if any, on business the corporation may carry on:

Restrictions, s'il y en a, à l'activité que peut exercer la corporation:

None.

6 - Other provisions, if any:

D'autres dispositions, s'il y en a:

See attached Schedule A.

7(a) - The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the *Business Corporations Act*.

a) - La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 122 de la *Loi sur les corporations commerciales*.

(b) - 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 123 of the *Business Corporations Act*. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation):

b) - La fusion a été approuvée par une résolution des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 123 de la *Loi sur les corporations commerciales*. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée):

Andritz Ltd./Andritz Ltee.

8 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation:

Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion:

Andritz Ltd./Andritz Ltee.

9 - Name of Amalgamating Corporations Raison sociale des corporations fusionnantes	Corporation No. No. de corporation	Signature	Date	Description of Office Fonction
Andritz Ltd./Andritz Ltee.	699916	<i>[Signature]</i>	DEC 11, 2019	Secretary
Andritz Paper Machinery Ltd.	699917	<i>[Signature]</i>	DEC 11, 2019	Secretary

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RÉSERVÉ À L'USAGE DU MINISTÈRE

Corporation No. - N°. de Corporation

714169

Filed - Déposé

2020-01-01

ANDRITZ LTD./ANDRITZ LTEE.
(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 6 UNDER THE
NEW BRUNSWICK BUSINESS CORPORATIONS ACT**

1. PLACE OF SHAREHOLDER MEETINGS

Notwithstanding subsections (1) and (2) of Section 84 of the *Business Corporations Act*, as from time to time in force, meetings of shareholders of the Corporation may be held outside New Brunswick at place or places as the shareholders may resolve to meet.

2. NOTICE OF SHAREHOLDER MEETINGS

Notwithstanding subsection (1) of Section 87 of the *Business Corporations Act*, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than three (3) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

3. PRE-EMPTIVE RIGHTS

(A) Notwithstanding subsection (2) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

- (B) Notwithstanding subsection (3) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

4. PRIVATE CORPORATION RESTRICTIONS

- (A) The number of shareholders, exclusive of persons who are in the employment of the Corporation and are shareholders of the Corporation and persons who, having been formerly in the employment of the Corporation, have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than fifty (50) persons, two or more persons who are joint registered holders of one or more shares being counted as one shareholder.
- (B) Any invitation to the public to subscribe for any shares, debentures or other securities of the Corporation shall be prohibited.

5. FINANCIAL ASSISTANCE

The Corporation or any Corporation with which it is affiliated may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

whether or not:

- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or

- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

6. **NUMBER OF DIRECTORS**

The number of Directors within the minimum and maximum number established in the Articles shall be set from time to time by resolution of the Directors of the Corporation.

2020-01-01

KRM 007211

Andritz Ltd./Andritz Ltee.

Restrictions on share Transfers

No shares shall be transferred without the consent of the directors of the Corporation expressed by resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by all such directors.

2020-01-01

In the Matter of the *Business Corporations Act* (New Brunswick) and the Articles of Amalgamation of

Andritz Ltd./Andritz Ltee.

Statement

I, Timothy J. Ryan, of the City of Alpharetta in the State of Georgia, make the following statement pursuant to section 124(2) of the Business Corporations Act.

1. I am a Director of Andritz Ltd./Andritz Ltee., one of the amalgamating corporations (hereinafter called the "Corporation") and as such, have personal knowledge of the matters herein declared.

2. It is proposed that the Corporation amalgamate under the provisions of the Business Corporations Act (New Brunswick) with Andritz Paper Machinery Ltd. to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "Andritz Ltd./Andritz Ltee.".

3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement; and,

4. I have satisfied myself that there are reasonable grounds for believing that,

- (a) the Corporation is, and the Amalgamated Corporation will be able to pay its liabilities as they become due;
- (b) 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
- (c) no creditor of the Corporation will be prejudiced by the amalgamation.

Dated this 12th day of December, 2019.


Timothy J. Ryan

2020-01-01

In the Matter of the *Business Corporations Act* (New Brunswick) and the Articles of Amalgamation of

Andritz Ltd./Andritz Ltee.

Statement

I, Timothy J. Ryan, of the City of Alpharetta in the State of Georgia, make the following statement pursuant to section 124(2) of the Business Corporations Act.

1. I am a Director of Andritz Paper Machinery Ltd., one of the amalgamating corporations (hereinafter called the "Corporation") and as such, have personal knowledge of the matters herein declared.
2. It is proposed that the Corporation amalgamate under the provisions of the Business Corporations Act (New Brunswick) with Andritz Ltd./Andritz Ltee. to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "Andritz Ltd./Andritz Ltee.".
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement; and,
4. I have satisfied myself that there are reasonable grounds for believing that,
 - (a) the Corporation is, and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) 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
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

Dated this 12th day of December, 2019.



Timothy J. Ryan

2020-01-07



**BUSINESS CORPORATIONS ACT
FORM 2
NOTICE OF REGISTERED OFFICE OR
NOTICE OF CHANGE OF REGISTERED OFFICE
(SECTION 17)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 2
AVIS DU DESIGNATION OU
AVIS DE CHANGEMENT DE BUREAU ENREGISTRÉ
(ARTICLE 17)**

1 - Name of Corporation - Raison sociale de la corporation: Andritz Ltd./Andritz Ltee.	2 - Corporation No. - N ^o . de corporation: <i>714169</i>
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3 - Place and address of the registered office: 1 Germain Street, Suite 1500 Saint John, New Brunswick E2L 4V1 Mailing Address: P.O. Box 1324 Saint John, New Brunswick E2L 4H8	Lieu et adresse du bureau enregistré:
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4 - Effective date of change: January 1, 2020	Date d'entrée en vigueur du changement:
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5 - Previous place and address of the registered office:	Derniers lieu et adresse du bureau enregistré:
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Date	Signature	Description of Office Fonction
<i>DECEMBER 11, 2019</i>	<i>Phillip Kennedy</i>	Phillip Kennedy, Secretary

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BUSINESS CORPORATIONS ACT
FORM 4
NOTICE OF DIRECTORS
OR NOTICE OF CHANGE OF DIRECTORS
(SECTIONS 64, 71)

LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 4
LISTE DES ADMINISTRATEURS OU
AVIS DE CHANGEMENT D'ADMINISTRATEURS
(ARTICLE 64, 71)

1 - Name of Corporation:

Raison sociale de la corporation:

Andritz Ltd./Andritz Ltee.

2 - The following persons became directors of this corporation:

Liste des personnes devenues administrateurs de la corporation:

Effective Date Date d'entrée vigueur	D/J	M/M	Y/A	Name-Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
	1	01	2020	Mark Staton	5405 Windward Parkway #100W Alpharetta, Georgia, USA 30004	Businessperson	770.640 2674
				Humbert Koefler	Eibesbrunnergasse 20 Vienna, Austria 1120	Businessperson	
				Carlton Luhrmann	1 Namic Place Glenns Falls, AL, USA 12801	Businessperson	

3 - The following persons ceased to be directors of this corporation:

Liste des personnes qui ont cessé d'être administrateurs de la corporation:

Effective Date Date d'entrée vigueur	D/J	M/M	Y/A	Name - Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification

4 - The directors of the corporation now are:

Administrateurs actuels de la corporation:

Name-Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
Mark Staton	5405 Windward Parkway #100W Alpharetta, Georgia, USA 30004	Businessperson	770.640 2674
Humbert Koefler	Eibesbrunnergasse 20 Vienna, Austria 1120	Businessperson	
Carlton Luhrmann	1 Namic Place Glenns Falls, AL, USA 12801	Businessperson	

Date	Signature	Description of Office Fonction
DECEMBER 11, 2019		Phillip Kennedy, Secretary

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Form 4 / Formule 4
Filed / Déposé

2020-01-01