

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM418101

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	04/28/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Exit Certified Corporation		04/28/2016	Corporation: CANADA
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Avnet Services Canada, Ltd.	04/28/2016	Corporation: CANADA	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Exit Certified Ltd.		
Street Address:	6950 Creditview Road, Unit 2		
City:	Mississauga, Ontario		
State/Country:	CANADA		
Postal Code:	L5N 0A6		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4768385	EXITCERTIFIED	
Registration Number:	4768382	IMVP	
CORRESPONDENCE DATA			
Fax Number:	8777697945		
<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>			
Phone:	212-765-5070		
Email:	tmdoctc@fr.com		
Correspondent Name:	Mannu Harnal, Fish & Richardson P.C.		
Address Line 1:	P.O. Box 1022		
Address Line 4:	Minneapolis, MINNESOTA 55440-1022		
ATTORNEY DOCKET NUMBER:	14400-0694001		
DOMESTIC REPRESENTATIVE			
Name:	Mannu Harnal, Fish & Richardson P.C.		

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Address Line 1:	P.O. Box 1022
Address Line 4:	Minneapolis, MINNESOTA 55440-1022
NAME OF SUBMITTER:	Mannu Harnal
SIGNATURE:	/Mannu Harnal/
DATE SIGNED:	03/02/2017
Total Attachments: 12 source=Exit Certified Ltd - Amalgamation Docs#page1.tif source=Exit Certified Ltd - Amalgamation Docs#page2.tif source=Exit Certified Ltd - Amalgamation Docs#page3.tif source=Exit Certified Ltd - Amalgamation Docs#page4.tif source=Exit Certified Ltd - Amalgamation Docs#page5.tif source=Exit Certified Ltd - Amalgamation Docs#page6.tif source=Exit Certified Ltd - Amalgamation Docs#page7.tif source=Exit Certified Ltd - Amalgamation Docs#page8.tif source=Exit Certified Ltd - Amalgamation Docs#page9.tif source=Exit Certified Ltd - Amalgamation Docs#page10.tif source=Exit Certified Ltd - Amalgamation Docs#page11.tif source=Exit Certified Ltd - Amalgamation Docs#page12.tif	

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A- Amalgamation Agreement / Convention 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 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

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
AVNET SERVICES CANADA, LTD.	2497506	2016	04	21
EXIT CERTIFIED CORPORATION	2004589	2016	04	21

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 :

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:

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 :

Not applicable

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 as provided for in paragraph 10(c) hereof.

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

See page 5A hereof.

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.

The following other provisions shall apply to the Corporation:

- (a) (i) The number of shareholders of the Corporation exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder; and
- (ii) any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (b) In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation.
- (c) The right to transfer securities, other than non-convertible debt securities, shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:
 - (i) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by instrument or instruments in writing signed by a majority of the directors; or
 - (ii) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding 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 a majority of such shares.

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 signatories 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.**

AVNET SERVICES CANADA, LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Kevin M. Moriarty

President

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

EXIT CERTIFIED CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par



Kevin M. Moriarty

President

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 /
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By / Par

Signature / Signature

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Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
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Description of Office / Fonction

SCHEDULE "A"

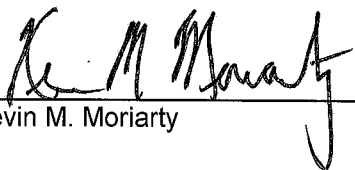
IN THE MATTER OF THE BUSINESS CORPORATIONS ACT

AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF
EXIT CERTIFIED CORPORATION and AVNET SERVICES CANADA, LTD.

I, Kevin M. Moriarty, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the Business Corporations Act (the "Act"):

1. I am an officer of each of Exit Certified Corporation ("Exit Certified") and Avnet Services Canada, Ltd. ("Avnet"), and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that each of Exit Certified and Avnet is and the amalgamated corporation resulting from the amalgamation of Exit Certified and Avnet will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. No creditors have notified either Exit Certified or Avnet that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. Since neither Exit Certified nor Avnet has received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED the 21st day of April, 2016.



Kevin M. Moriarty

Schedule B
AMALGAMATION AGREEMENT

THIS AGREEMENT made as of the 28th day of April, 2016.

B E T W E E N :

EXIT CERTIFIED CORPORATION., a corporation
incorporated under the laws of the Province of Ontario

(hereinafter called "Exit Certified")

- and -

AVNET SERVICES CANADA, LTD., a corporation
incorporated under the laws of the Province of Ontario

(hereinafter called "Avnet")

WHEREAS the authorized capital of Exit Certified is an unlimited number of Common Shares and an unlimited number of Preferred Shares of which 20,000,000 of the Common Shares and 2,000,000 of the Preferred Shares are issued and outstanding as fully paid and non-assessable, and all of such shares are held by Avnet;

AND WHEREAS the authorized capital of Avnet is an unlimited number of Common Shares of which 1,000 are issued and outstanding as fully paid and non-assessable;

AND WHEREAS Exit Certified and Avnet acting under the authority contained in the Business Corporations Act (the "Act") propose to amalgamate upon the terms and conditions hereafter set out;

AND WHEREAS each party hereto has made full and complete disclosure to the other party hereto of its assets and liabilities;

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

1. In this Agreement the term "Amalgamated Corporation" shall mean the corporation continuing from the amalgamation of Exit Certified and Avnet.
2. Exit Certified and Avnet hereby agree to amalgamate under the provisions of the Act effective April 28, 2016 and to continue as one corporation under the terms and conditions hereinafter set out.
3. The name of the Amalgamated Corporation shall be:

EXIT CERTIFIED LTD.
4. The place in Ontario where the registered office of the Amalgamated Corporation is to be situated is in the Regional Municipality of Peel at 6950 Creditview Road, Unit 2, Mississauga, Ontario, L5N 0A6 until changed in accordance with the Act.
5. The Amalgamated Corporation shall be authorized to issue an unlimited number of common shares.

6. The right to transfer shares of the Amalgamated Corporation shall be restricted as provided for in paragraph 9(c) hereof.

7. The minimum number of directors of the Amalgamated Corporation shall be one and the maximum number of directors of the Amalgamated Corporation shall be ten. The name, address and resident Canadian status of the first directors of the Amalgamated Corporation is as follows:

<u>Name</u>	<u>Address for Service</u>	<u>Resident Canadian</u>
Kevin M. Moriarty	2211 South 47 th Street Phoenix, Arizona 85034	No
Brian Aebig	6950 Creditview Road, Unit 2 Mississauga, Ontario L5N 0A6	Yes

The said first directors shall hold office until the first meeting of the shareholders of the Amalgamated Corporation or until their successors are elected or appointed in accordance with the Act.

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

9. The following other provisions shall apply to the Amalgamated Corporation:

- (a) (i) The number of shareholders of the Amalgamated Corporation exclusive of persons who are in the employment of the Amalgamated Corporation and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder; and
- (ii) any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.
- (b) In addition to, and without limiting such other powers which the Amalgamated Corporation may by law possess, the directors of the Amalgamated Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Amalgamated Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, movable or immovable, present or future, corporeal or incorporeal, of the Amalgamated Corporation, and pledge, cede or transfer any property, movable or immovable, present or future, corporeal or incorporeal, of the Amalgamated Corporation.
- (c) The right to transfer securities, other than non-convertible debt securities, shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:
 - (i) the approval of the directors of the Amalgamated Corporation expressed by a resolution passed at a meeting of the board of directors or by instrument or instruments in writing signed by a majority of the directors; or

- (ii) the approval of the holders of at least a majority of the shares of the Amalgamated Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Amalgamated Corporation) for the time being outstanding 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 a majority of such shares.

10. The issued shares of Exit Certified and Avnet shall be converted into issued shares of the Amalgamated Corporation as follows:

- (a) the 1,000 issued Common Shares of Avnet shall be converted into 10,000 common shares of the Amalgamated Corporation;
- (b) the 20,000,000 issued Common Shares of Exit Certified shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation; and
- (c) the 2,000,000 issued Preferred Shares of Exit Certified shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;

11. The stated capital account maintained for the common shares of the Amalgamated Corporation immediately after the amalgamation becomes effective shall be equal to the stated capital account maintained for the Common Shares of Avnet immediately before the amalgamation becomes effective.

12. After the amalgamation of Exit Certified and Avnet, the shareholders of Exit Certified and Avnet, when requested by the Amalgamated Corporation to do so, shall surrender certificates representing the shares of Exit Certified and Avnet held by them for conversion or cancellation, as applicable, and shall be entitled to receive, without charge, certificates for shares of the Amalgamated Corporation on the basis aforesaid.

13. The by-laws of the Amalgamated Corporation are, to the extent not inconsistent with this Agreement, to be those of Avnet until repealed, amended, altered or added to in accordance with the Act, and copies of such by-laws may be examined at 6950 Creditview Road, Unit 2, Mississauga, Ontario, L5N 0A6.

14. The officers of the Amalgamated Corporation shall, until changed by the directors, be as follows:

<u>Name</u>	<u>Office</u>
Kevin M. Moriarty	President and Treasurer
Michael R. McCoy	Secretary

15. Each of the parties shall contribute to the Amalgamated Corporation all of its assets, subject to its liabilities.

16. Upon and subject to the shareholders of Exit Certified and Avnet respectively approving the amalgamation of Exit Certified and Avnet and adopting this Agreement and subject to paragraph 17 hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act together with the documents required by Section 178 of the Act.

17. At any time before the endorsement of a certificate of amalgamation effecting the amalgamation of Exit Certified and Avnet, this Agreement may be terminated by the directors of Exit Certified and Avnet, notwithstanding the approval of this Agreement by the shareholders of Exit Certified and Avnet.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto.

EXIT CERTIFIED CORPORATION

By: Kevin M. Moriarty
Name: Kevin M. Moriarty
Title: President

AVNET SERVICES CANADA, LTD.

By: Kevin M. Moriarty
Name: Kevin M. Moriarty
Title: President