

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM440866

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OPTA INFORMATION INTELLIGENCE INC.		01/01/2015	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	SCM INSURANCE SERVICES INC.		
Street Address:	Suite 101 5083 Windermere Blvd.		
City:	Edmonton		
State/Country:	CANADA		
Postal Code:	T6W0J5		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	87528102	OPTA	
Serial Number:	87528098	OPTA	
Serial Number:	87528096	OPTA INFORMATION INTELLIGENCE	
CORRESPONDENCE DATA			
Fax Number:	3125212875		
<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:	3125212775		
Email:	ipdocket@muchshelist.com		
Correspondent Name:	ADAM K SACHAROFF		
Address Line 1:	191 N Wacker Drive, Suite 1800		
Address Line 2:	MUCH SHELIST, PC		
Address Line 4:	Chicago, ILLINOIS 60606		
NAME OF SUBMITTER:	ADAM K SACHAROFF		
SIGNATURE:	/aks/		
DATE SIGNED:	08/28/2017		
Total Attachments: 15			
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CORPORATE ACCESS NUMBER: 2018690681

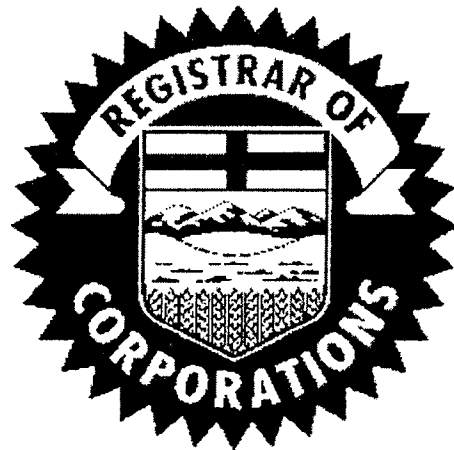
**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**SCM INSURANCE SERVICES INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2015/01/01.**

The information in this document is
an accurate reproduction of data
electronically captured within the
official records of Alberta Registries



**TRADEMARK
REEL: 006139 FRAME: 0197**

**Articles of Amalgamation
For
SCM INSURANCE SERVICES INC.**

Share Structure: SEE ATTACHED SCHEDULE OF SHARE STRUCTURE
Share Transfers Restrictions: SEE ATTACHED SCHEDULE
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 7
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: NONE

**Registration Authorized By: ALAN LEVER
DIRECTOR**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2015/01/01

Corporate Access Number: 2018690681

Service Request Number: 22572937
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: SCM INSURANCE SERVICES INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 2600, 10180 - 101 STREET
Legal Description:
City: EDMONTON
Province: ALBERTA
Postal Code: T5J 3Y2

RECORDS ADDRESS

Street: 2600, 10180 - 101 STREET
Legal Description:
City: EDMONTON
Province: ALBERTA
Postal Code: T5J 3Y2

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE ATTACHED SCHEDULE OF SHARE STRUCTURE
Share Transfers Restrictions: SEE ATTACHED SCHEDULE
Number of Directors:
Min Number Of Directors: 1

Max Number Of Directors: 7
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: NONE

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2015/01/01

Director

Last Name: VALOTAIRE
First Name: JACQUES
Middle Name:
Street/Box Number: 1580 DU CHEVROTIN STREET
City: LONGUEUIL
Province: QUEBEC
Postal Code: J4N 1N5
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: WATSON
First Name: PETER
Middle Name:
Street/Box Number: 81 ST. GEORGES CRESCENT
City: EDMONTON
Province: ALBERTA
Postal Code: T5N 3M7
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: LEVER
First Name: ALAN
Middle Name:
Street/Box Number: SUITE 4240, 161 BAY STREET
City: TORONTO
Province: ONTARIO
Postal Code: M5J 2S1

Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: SMALLWOOD
First Name: DONALD
Middle Name: E.
Street/Box Number: 178 WOODPARK CIRCLE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2W 6G1
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: SHUMKA
First Name: LARRY
Middle Name:
Street/Box Number: 101, 5083 WINDERMERE BLVD. SW
City: EDMONTON
Province: ALBERTA
Postal Code: T6W 0J5
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: BERKE
First Name: ERIC
Middle Name:
Street/Box Number: SUITE 4240, 161 BAY STREET
City: TORONTO
Province: ONTARIO
Postal Code: M5J 2S1
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: LALONDE
First Name: RON
Middle Name:
Street/Box Number: 88 SOUTH DRIVE

City: TORONTO
Province: ONTARIO
Postal Code: M4W 1R6
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
207929571	OPTA INFORMATION INTELLIGENCE INC.
2010832943*	FORENSIC INVESTIGATIONS CANADA INC.
2014181420	SCM RISK MANAGEMENT SERVICES INC.
2015450683	SCM INSURANCE SERVICES INC.
2016812915	CIRA MEDICAL SERVICES INC.



Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Restrictions on Share Transfers	ELECTRONIC	2015/01/01
Statutory Declaration	10000607119018926	2015/01/01
Share Structure	ELECTRONIC	2015/01/01

Registration Authorized By: ALAN LEVER
DIRECTOR

ALBERTA

ARTICLES OF AMALGAMATION
FORM 9

1. NAME OF CORPORATION:
SCM INSURANCE SERVICES INC.
2. THE CLASSES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:
See attached Schedule of Share Structure
3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):
See attached Schedule
4. NUMBER, OR MINIMUM AND MAXIMUM NUMBER, OF DIRECTORS THAT THE CORPORATION MAY HAVE:
Minimum - 1; Maximum - 7
5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, OR RESTRICTED TO CARRYING ON A CERTAIN BUSINESS, SPECIFY THE RESTRICTION(S):
None
6. OTHER RULES OR PROVISIONS (IF ANY):
None
- | <u>NAMES OF AMALGAMATING CORPORATION</u> | <u>CORPORATE ACCESS NO.</u> |
|--|-----------------------------|
| SCM Insurance Services Inc. | 2015450683 |
| SCM Risk Management Services Inc. | 2014181420 |
| CIRA Medical Services Inc. | 2016812915 |
| Forensic Investigations Canada Inc. | 2010832943 |
| OPTA Information Intelligence Inc. | 207929571 |
8. AUTHORIZED REPRESENTATIVE:
Alan Lever
Suite 4240, 161 Bay Street
Toronto, Ontario M5J 2S1
- DATED this 1st day of January, 2015.
- Electronically Registered in
The Alberta Registries
CORES System on
January 1, 2015 
(date & initials of accredited user)
- 

Signature of Authorized Representative
- Director

Title of Authorized Representative

**SCHEDULE OF SHARE STRUCTURE
TO THE ARTICLES OF AMALGAMATION OF
SCM INSURANCE SERVICES INC.
(the "Corporation")**

The classes and maximum number of shares that the Corporation is authorized to issue shall be an unlimited number of:

- Class A Common Shares; issuable in series;
- Series A-1 through series A-500 of the Class A Common Shares;
- Class B Common Shares issuable in series;
- Series B-1 through series B-10 of the Class B Common Shares;
- Class C Shares;
- Class D Shares issuable in series;
- Series D-1 through Series D-500 of the Class D Shares;
- Class A Preferred Shares;

all of which shares shall have the following rights, restrictions, privileges and conditions, and all such rights, restrictions, privileges and conditions attaching to the shares of any class shall be subject to the rights, restrictions, privileges and conditions attaching to any other class of shares now existing or hereafter created or amended.

In this Schedule of Share Structure to the Articles of SCM Insurance Services Inc. the following terms shall have the following meanings respectively:

"Act" means the *Business Corporations Act* (Alberta), as amended from time to time;

"Class A/B Common Share Value" means the price per Class A Common Share and Class B Common Share immediately prior to any conversion of Class C Shares, Class D Shares or Notes into Class A Common Shares or Class B Common Shares, respectively, taking into account the value of any issued Class A Preferred Shares and the value of "in-the-money" options, as reasonably determined by the Board of Directors.

"Board of Directors" and **"Board"** and **"directors"** means the individuals who are, from time to time, duly elected as directors of the Corporation.

"FMV of the Equity" means the fair market value of the outstanding Securities as determined by the Board of Directors taking into account the cash proceeds received by the Corporation in connection with the exercise of all "in-the-money" options.

“**Liquidity Event**” shall have the meaning as set forth in the unanimous shareholder agreement of the Corporation, as amended from time to time.

“**Notes**” means the subordinated promissory notes issued by the Corporation, including those issued in favour of Torquest Partners Fund II, L.P. and Torquest Partners Fund (U.S.) II, L.P. on or about October 18, 2012, and any additional Notes issued by the Corporation from time to time.

“**Notional Amount**” in respect of a Class D Share shall mean, unless otherwise reasonably determined by the directors, an amount equal to (A) \$1.00 (less any capital returned or dividends paid in respect of such Class D Share from the time such capital is returned or dividend is paid) plus (B) an amount equal to 12.5% of (A) per annum (compounded annually) from October 18, 2012. For greater certainty, (i) the amount upon which the 12.5% return shall be calculated shall be appropriately adjusted by the directors for any return of capital or dividend payments made, and (ii) the Notional Amount of Class D Shares shall not be negative.

“**Securities**” means, collectively, the Shares and Notes.

“**Shares**” means collectively the outstanding shares of the Corporation at the relevant time.

THE CLASS A COMMON SHARES AND EACH SERIES THEREOF, THE CLASS B COMMON SHARES AND EACH SERIES THEREOF AND THE CLASS C SHARES SHALL HAVE THE FOLLOWING RIGHTS, RESTRICTIONS, PRIVILEGES AND CONDITIONS ATTACHED THERETO:

VOTING

The holders of the Class A Common Shares and each series thereof, Class B Common Shares and each series thereof and Class C Shares shall be entitled to notice of and to attend at meetings of the shareholders of the Corporation, and shall be entitled to one (1) vote in respect of each such share so held and the holder shall also be entitled to consent to and sign a resolution in writing to be signed by the shareholders of the Corporation.

DIVIDENDS

The Class A Common Shares, Class B Common Shares and Class C Shares shall be entitled to receive a dividend when, as, and if declared by the Board on that Class of Shares to the exclusion of any other class of shares of the Corporation. The holders of each series of the Class A Common Shares and each series of Class B Common Shares shall be entitled to receive a dividend when, as, and if declared by the Board of Directors of the Corporation on that series of the Class A Common Shares or that series of Class B Common Shares as the case may be. Dividends may be declared and paid on any series of the Class A Common Shares, any series of Class B Common Shares or the Class C Shares, as the case may be, to the complete exclusion of dividends being declared and paid on any other series of the same class of shares, any series of any other class of shares or any other class or classes of shares of the Corporation.

LIQUIDATION, DISSOLUTION OR WINDING-UP RIGHTS RELATING TO CLASS A COMMON SHARES, AND EACH SERIES THEREOF AND THE CLASS B COMMON SHARES IN EACH SERIES THEREOF

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Common Shares and Class B Common Shares and in each case each series thereof shall rank *pari passu* with one another and shall be entitled to receive equally share for share, without preference or distinction, the remaining property and assets of the Corporation, after accounting for any distributions or payments to be made to the holders of Class A Preferred Shares as well as to the holders of the Class C Shares and Class D Shares, and every series thereof, as may be determined by the board of directors as provided in the rights, privileges, restrictions and conditions attaching to the Class C Shares and Class D Shares of the Corporation.

LIQUIDATION, DISSOLUTION OR WINDING-UP RIGHTS RELATING TO CLASS C SHARES

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class C Shares shall be entitled to receive such amounts as the Board of Directors may determine.

CONVERSION OF CLASS C SHARES

Upon the occurrence of a Liquidity Event, a holder of Class C Shares shall be entitled at his/her or its option, or at any time at the option of the Corporation upon written notice to the holders of Class C Shares the holder shall be required, to convert all of a shareholders Class C Shares into Class A Common Shares of a series designated by the directors of the Corporation upon the following basis:

$$\text{Conversion ratio} = (D \times B / (B+C)) / A$$

A = Class A/B Common Share Value.

B = the total number options to acquire Class C Shares that are "in-the-money" and may be exercised at the time of determination.

C = the total number of Class A Common Shares and Class B Common shares issued and outstanding on a fully-diluted basis immediately prior to the applicable time, calculated, for greater certainty, on the basis that all Class C Shares, Class D Shares and Notes issued and outstanding at such time have not been converted into Class A Common Shares or Class B Common Shares respectively, in accordance with their respective terms.

D = the FMV of the Equity

- A. The conversion right of a holder of Class C Shares provided for herein may be exercised by notice in writing given to the Corporation (the "Exercise Notice") at its registered

office within 10 days (or such longer period as the Corporation may permit) of the delivery of notice (the "Notice") by the Corporation to each holder of a Class C Share that a Liquidity Event will occur, accompanied by the certificate or certificates representing all Class C Shares and such notice shall be executed by the person registered on the books of the Corporation as the holder of the Class C Shares or by his duly authorized attorney. Upon written notice from the Corporation requiring the conversion of Class C Shares, each holder shall forthwith return all certificate or certificates representing all Class C Shares. In either case, the failure of a holder to return all certificate or certificates representing Class C Shares shall not affect the conversion and on conversion all issued certificate or certificates representing Class C Shares shall be deemed to be cancelled. Unless otherwise determined by resolution of the Board, the conversion shall be deemed to take effect immediately prior to the date upon which the Liquidity Event is completed. If the Liquidity Event is not completed the Corporation shall return the certificate or certificates representing the Class C Shares delivered to it and the Exercise Notice shall be deemed to have been null and void. All Class A Common Shares resulting from any conversion provided for herein shall be fully paid and non-assessable; and

- B. In the event that the Class C Shares or the Class A Common Shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same or another class or series, an appropriate adjustment shall be made in the rights and conditions attached to the Class C Shares so as to maintain the relative rights of the holders of those shares.

ISSUABLE IN SERIES

In addition to the first 500 series of Class A Common Shares sequentially named Series A1 to Series A500 and the first 10 series of Class B Common Shares sequentially named Series B1 to B10, the directors may authorize additional series of Class A Common Shares and Class B Common Shares, fix the number of shares in each such series and determine the designation, rights, privileges and conditions attaching to the shares of each such series.

THE CLASS D SHARES SHALL HAVE THE FOLLOWING RIGHTS, RESTRICTIONS, PRIVILEGES AND CONDITIONS ATTACHED THERETO:

NON-VOTING

Except as provided in the Act, the holders of the Class D Shares and each series thereof shall not, as such, be entitled to vote at, nor to receive notice of or attend shareholders meetings nor shall the holders be entitled to consent to or sign a resolution in writing to be signed by the shareholders of the Corporation.

DIVIDENDS

The holders of the Class D Shares and each series thereof shall be entitled to receive a dividend when as and if declared by the Board on the Class D Shares. To the extent dividends are declared and paid on any series of Class D Shares dividends shall be declared and paid on all other series of Class D Shares at the same rate without distinction or priority. Dividends on

Class D Shares can be paid to the exclusion of dividends being paid on any other class or series of any other class of shares.

CONVERSION

Upon the occurrence of a Liquidity Event, a holder of Class D Shares of any series shall be entitled at his/her or its option to, or at any time at the option of the Corporation, upon written notice to the holders of Class D Shares, the holder shall be required to, convert all of a shareholders Class D Shares into Class A Common Shares of a series designated by the directors of the Corporation upon the following basis:

A / B

A = Notional Amount

B = Class A /B Common Share Value,

- A. The conversion right of a holder of Class D Shares provided for herein may be exercised by notice in writing given to the Corporation (the "Exercise Notice") at its registered office within 10 days (or such longer period as the Corporation may permit) of the delivery of notice (the "Notice") by the Corporation to each holder of a Class D Share that a Liquidity Event will occur, accompanied by the certificate or certificates representing all Class D Shares and such notice shall be executed by the person registered on the books of the Corporation as the holder of the Class D Shares or by his duly authorized attorney. Upon written notice from the Corporation requiring the conversion of Class D Shares, each holder shall forthwith return all certificate or certificates representing all Class D Shares. In either case, the failure of a holder to return all certificate or certificates representing Class D Shares shall not affect the conversion and on conversion all issued certificate or certificates representing Class D Shares shall be deemed to be cancelled. Unless otherwise determined by resolution of the Board, the conversion shall be deemed to take effect immediately prior to the date upon which the Liquidity Event is completed. If the Liquidity Event is not completed the Corporation shall return the certificate or certificates representing the Class D Shares delivered to it and the Exercise Notice shall be deemed to have been null and void. All Class A Common Shares resulting from any conversion provided for herein shall be fully paid and non-assessable; and
- B. In the event that the Class D Shares or the Class A Common Shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same or another class or series, an appropriate adjustment shall be made in the rights and conditions attached to the Class D Shares so as to maintain the relative rights of the holders of those shares.

LIQUIDATION, DISSOLUTION OR WINDING-UP RIGHTS RELATING TO CLASS D SHARES

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its

shareholders for the purpose of winding up its affairs, the holders of the Class D Shares shall be entitled to receive such amounts as the Board of Directors may determine.

ISSUABLE IN SERIES

In addition to the first 500 series of Class D Shares, sequentially named Series D-1 to Series D-500, the Directors may authorize additional series of Class D Shares, fix the number of shares in each such series and determine the designation, rights, privileges and conditions attaching to the shares of each such series.

THE CLASS A PREFERRED SHARES SHALL HAVE THE FOLLOWING RIGHTS, RESTRICTIONS, PRIVILEGES, AND CONDITIONS ATTACHED THERETO:

NON-VOTING

Except as provided in the Act as amended from time to time, the holders of the Class A Preferred Shares shall not, as such, be entitled to vote at, nor to receive notice of or attend shareholders meetings nor shall the holders be entitled to consent to or sign a resolution in writing to be signed by the shareholders of the Corporation.

DIVIDENDS

The holders of the Class A Preferred Shares shall, in any calendar year, be entitled to receive a cumulative dividend at a rate of THREE (3%) PERCENT per annum on the Redemption Price thereof. For greater certainty, cumulative dividends will not constitute a debt or other amount payable owing to the holder of a Class A Preferred Share until a formal resolution is passed by the directors, declaring that such cumulative dividends are payable on the Class A Preferred Shares or the Class A Preferred Shares are redeemed by the Corporation in the manner contemplated by the rights attaching to the Class A Preferred Shares.

PRIORITY ON LIQUIDATION, DISSOLUTION OR WINDING UP

In the event of a liquidation, dissolution, or winding up of the Corporation, the holders of the Class A Preferred Shares shall have a priority over all other classes of shares of the Corporation as to the payment of the Redemption Price together with all undeclared cumulative dividends and declared but unpaid cumulative dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any other class of shares of the Corporation; and for greater certainty, the Class A Preferred Shares shall not have any other right to participate in the remaining property of the Corporation beyond the Redemption Price and all undeclared cumulative dividends and declared and unpaid cumulative dividends whether in a liquidation, dissolution, winding up or a reduction, redemption, or purchase by the Corporation of its shares.

REDEMPTION PRICE

The Redemption Price for each Class A Preferred Share shall be ONE THOUSAND (\$1,000.00) DOLLARS per Class A Preferred Share.

REDEMPTION BY CORPORATION

The Corporation may, by resolution of the Directors and upon giving notice as hereinafter provided, from time to time redeem or purchase the whole or any part of the Class A Preferred Shares of any one or more holders without redeeming or purchasing the whole or any part of the Class A Preferred Shares of any other holder or holders of such class, by paying for each share to be redeemed or purchased the Redemption Price thereof, together with all undeclared cumulative dividends and declared but unpaid cumulative dividends thereon. Not less than ten (10) clear days' notice in writing of such redemption or purchase shall be given by personal delivery or by mailing such notice to the registered holder at the last address as they appear in the records of the Corporation or its transfer agent. In the case of each notice so mailed, delivery thereof shall be deemed to have been made to the registered holder as soon as the letter containing the same has been mailed.

Such notice shall specify the date and place of redemption or purchase which may be a Canadian Chartered Bank or a trust company. If notice is given as aforesaid and an amount sufficient to redeem or purchase such shares is deposited at the place for redemption or purchase on or before the date fixed for redemption or purchase, dividends on the Class A Preferred Shares to be redeemed or purchased shall cease to accrue after the date so fixed for redemption or purchase and the holders thereof shall have no rights whatsoever against the Corporation except upon the surrender of the certificate or certificates for such shares to receive payment out of the money so deposited. Surrender of the certificate or certificates for such shares to be redeemed or purchased is sufficient only if such certificate or certificates are duly and properly endorsed in blank for transfer or accompanied by a form of transfer acceptable to the Corporation and duly executed in blank.

**SCHEDULE OF SHARE TRANSFER RESTRICTIONS
TO THE ARTICLES OF AMALGAMATION OF
SCM INSURANCE SERVICES INC.
(the "Corporation")**

Subject to the provisions of a Unanimous Shareholders Agreement among the shareholders of the Corporation, if any, every transfer of shares is subject to the approval of a majority of the Board of Directors, which approval may be withheld for any reason and if withheld, no transfer is of any force and effect or is binding upon the Corporation. The shares of the Corporation will be subject to a lien for any indebtedness owed by the holder thereof to the Corporation.