

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445306

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vytec Corporation		12/31/2011	Corporation: CANADA

RECEIVING PARTY DATA

Name:	CertainTeed Gypsum Canada, Inc.
Street Address:	2424 Lakeshore Road West
City:	Mississauga, Ontario
State/Country:	CANADA
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	73532506	PRESTIGE
Registration Number:	1427480	VYTEC
Registration Number:	1460901	NANTUCKET
Registration Number:	1474186	POSILOK
Registration Number:	1857709	PROSIDE
Registration Number:	2348274	GORILLA LOK
Registration Number:	2392733	EMINENCE
Registration Number:	2415090	VT
Registration Number:	3107450	EXPRESSIONS

CORRESPONDENCE DATA

Fax Number: 8668276226

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: 215-981-4407

Email: pearlmaj@pepperlaw.com

Correspondent Name: Jacqueline Pearlman, Pepper Hamilton LLP

Address Line 1: Eighteenth and Arch Streets

Address Line 2: 3000 Two Logan Square

Address Line 4: Philadelphia, PENNSYLVANIA 19103-2799

ATTORNEY DOCKET NUMBER: 143520.0002/07244

TRADEMARK

NAME OF SUBMITTER:	Jacqueline Pearlman, Pepper Hamilton LLP
SIGNATURE:	/Jacqueline L. Pearlman/
DATE SIGNED:	10/02/2017
Total Attachments: 9 source=Vytec - Amalgamation into CT Gypsum#page1.tif source=Vytec - Amalgamation into CT Gypsum#page2.tif source=Vytec - Amalgamation into CT Gypsum#page3.tif source=Vytec - Amalgamation into CT Gypsum#page4.tif source=Vytec - Amalgamation into CT Gypsum#page5.tif source=Vytec - Amalgamation into CT Gypsum#page6.tif source=Vytec - Amalgamation into CT Gypsum#page7.tif source=Vytec - Amalgamation into CT Gypsum#page8.tif source=Vytec - Amalgamation into CT Gypsum#page9.tif	

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

C	E	R	T	A	I	N	T	E	E	D	G	Y	P	S	U	M	C	A	N	A	D	A	,	I	N	C

2. The address of the registered office is:
Adresse du siège social:

2424 Lakeshore Road West

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Mississauga,

ONTARIO

L 5 J 1 K 4

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs:

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1	12
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4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State "Yes" or "No" Résident canadien Oui/Non
John K. Donaldson	4300 W. Cypress St., Suite 500, Tampa, FL 33607	No
Bernard Owens	2424 Lakeshore Road West, Mississauga, Ontario, L5J 1K4	Yes
Joel Rood	2424 Lakeshore Road West, Mississauga, Ontario, L5J 1K4	Yes

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

CERTAINTEED GYPSUM CANADA, INC.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Vytec Corporation	1333305	2011	12	31
Vytec Acquisition Corporation	1857740	2011	12	31
CertainTeed Gypsum Canada, Inc.	1115928	2011	12	31

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:

- (a) an unlimited number of common shares; and
- (b) an unlimited number of Preference 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 :

(A) The preference shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(1) The preference shares may at any time and from time to time be issued in one or more series, each series to consist of such number of preference shares and to have such designation, rights, privileges, restrictions and conditions attaching thereto as may, before the issue thereof, be determined by the directors, the whole subject to the issue of a certificate of amendment of articles in respect thereof.

(2) The preference shares of each series shall rank, both as regards dividends and return of capital, on a parity with the preference shares of every other series and in priority to the common shares and all other classes of shares of the Amalgamated Corporation ranking junior to the preference shares but shall not confer any further right to participate in the profits or assets of the Amalgamated Corporation.

(3) When any cumulative dividends or amounts payable on the return of capital are not paid in full, all series of preference shares shall participate rateably in respect of accumulated dividends and return of capital.

(4) In the event of the liquidation, dissolution or winding-up of the Amalgamated Corporation, or other distribution of its assets, whether voluntary or involuntary, each series of the preference shares shall rank on a parity and be entitled to preference over the common shares and all other classes of shares of the Amalgamated Corporation ranking junior to the preference shares, and the preference shares of each series may also be given such other preferences over the common and all other classes of shares of the Amalgamated Corporation ranking junior to the preference shares as may be determined as to the respective series authorized to be issued.

(5) Unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of preference shares shall be entitled to one vote at all meetings of the shareholders of the Amalgamated Corporation, except meetings at which only holders of another specified class or series of shares are entitled to vote.

(B) The common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(1) The holders of the common shares shall be entitled to one vote for each common share held at all meetings of the shareholders, except meetings at which only holders of another specified class or series of shares are entitled to vote.

(2) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Amalgamated Corporation, the holders of the common shares shall be entitled to receive any dividend declared by the Amalgamated Corporation and to receive the remaining property of the Amalgamated Corporation upon liquidation, dissolution, winding-up or other distribution of assets.

(C) The First Series of preference shares shall be designated as preference shares, First Series and shall consist of the 19,865,408 preference shares of the Amalgamated Corporation that are issued and outstanding on the date hereof. The said preference shares, First Series shall have attached thereto the following rights, privileges, restrictions and conditions:

(1) The holders of the preference shares, First Series shall in each fiscal year of the Amalgamated Corporation in the discretion of the directors, but always in preference and priority to any payment of dividends on the common shares and any other class of shares of the Amalgamated Corporation ranking junior to the preference shares for such year, be entitled, out of funds of the Amalgamated Corporation available for the payment of dividends, to non-cumulative dividends at the rate of \$.05 per share per annum, payable quarterly, semi-annually or annually on dates to be fixed from time to time by the directors; if in any fiscal year, after providing for the full dividend on the preference shares, First Series, there shall remain funds of the Amalgamated Corporation available for the payment of dividends, such funds or any part thereof may, in the discretion of the directors, be applied to the payment of dividends on the common shares and any other class of shares of the Amalgamated Corporation ranking junior to the preference shares; the holder of preference shares, First Series shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the rate hereinbefore provided for.

(2) Subject to the provisions of the Business Corporations Act and any statute that may be substituted therefor, as from time to time amended (hereinafter the "Act") the Amalgamated Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the preference shares, First Series on payment for each share to be redeemed of the amount of \$1.00, together with all dividends declared thereon and unpaid; in case a part only of the then outstanding preference shares, First Series is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares. Not less than 30 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Amalgamated Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the preference shares, First Series to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights whatsoever as shareholders of the Amalgamated Corporation in respect of the preference shares, First Series so redeemed except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited. After the redemption price of such shares has been deposited as aforesaid, notice shall be given to the holders of any preference shares, First Series called for redemption who have failed to present the certificates representing such shares within two months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said preference shares, First Series upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

(3) Subject to the provisions of the Act, a holder of preference shares, First Series shall be entitled, upon giving 30 days' notice, to require the Amalgamated Corporation to redeem the whole or any part of such holder's preference shares, First Series at a price equal to \$1.00 for each share to be redeemed together with all dividends declared thereon and unpaid. The holder desiring to have preference shares, First Series redeemed pursuant to this clause shall deposit with the Amalgamated Corporation at its registered office the certificate or certificates representing such shares together with the above notice requiring the redemption of all or a specific number of the shares represented by such certificates. The Amalgamated Corporation shall, subject to the provisions of the Act, pay to a holder who so deposits certificates representing preference shares, First Series the above redemption price for the shares to be redeemed, as specified in the above notice from the holder, within 30 days after such deposit. Such payment shall be made by cheque payable at par at any branch of the Amalgamated Corporation's bankers for the time being in Canada. Upon such payment dividends on the preference shares, First Series so redeemed shall cease and the holders thereof shall thereafter have no further rights whatsoever as a shareholder of the Amalgamated Corporation with respect to the preference shares, First Series so redeemed.

(4) The Amalgamated Corporation shall have the right at its option at any time and from time to time to purchase the whole or any part of the issued preference shares, First Series pursuant to tenders received by the Amalgamated Corporation upon request for tenders addressed to all holders of preference shares, First Series or, with the unanimous consent of all the holders of all issued preference shares, First Series, from any holder or holders thereof, at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the amount of \$1.00 per share, together with all dividends declared thereon and unpaid. If in response to an invitation for tenders, two or more shareholders submit tenders at the same price and if such tenders are accepted by the Amalgamated Corporation in whole or in part, then, unless the Amalgamated Corporation accepts all such tenders in whole, the Amalgamated Corporation shall accept such tenders in proportion as nearly as may be to the number of shares offered in each such tender.

(5) In the event of the liquidation, dissolution or winding-up of the Amalgamated Corporation, or other distribution of its assets, whether voluntary or involuntary, the holders of the preference shares, First Series shall be entitled to receive on a parity with the holders of the preference shares of every other series, before any distribution of any part of the assets of the Amalgamated Corporation among the holders of the common shares and any other class of shares of the Amalgamated Corporation ranking junior to the preference shares, an amount equal to \$1.00 per share and any dividends declared thereon and unpaid and no more.

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 :

No share or shares of the Amalgamated Corporation shall at any time be transferred to any person without either (a) the consent of a majority of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (b) the consent of the holders of not less than 51% of the outstanding common shares of the Amalgamated Corporation signified either by a resolution passed at a meeting such shareholders or by an instrument or instruments in writing signed by such shareholders.

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

The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment 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 the joint registered owners of one or more shares being counted as one shareholder.

Any invitation to the public to subscribe for any shares or other securities of the Amalgamated Corporation is prohibited.

Subject to the provisions of the Act, the Amalgamated Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Amalgamated Corporation.

The board of directors may from time to time, in such amounts and on such terms as it deems expedient charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Amalgamated Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Amalgamated Corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the Amalgamated Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of such delegation.

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.

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.

Vytec Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par


 Signature / Signature

Carol M. Gray

Print name of signatory /
 Nom du signataire en lettres moulées

Secretary

Description of Office / Fonction

Vytec Acquisition Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par


 Signature / Signature

Carol M. Gray

Print name of signatory /
 Nom du signataire en lettres moulées

Secretary

Description of Office / Fonction

CertainTeed Gypsum Canada, Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Keith Campbell

Print name of signatory /
 Nom du signataire en lettres moulées

Chief Financial Officer

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

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 /
 Nom du signataire en lettres moulées

Description of Office / Fonction

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 signatory's 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.**

Vytec Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par

	Carol M. Gray	Secretary
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Vytec Acquisition Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par

	Carol M. Gray	Secretary
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

CertainTeed Gypsum Canada, Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

	Keith Campbell	Chief Financial Officer
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 / 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 / Nom du signataire en lettres moulées	Description of Office / Fonction