

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM532656

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	12/22/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Magnussen International Corp.		12/22/2017	Corporation: ONTARIO

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Magnussen Home Furnishings Ltd.	12/22/2017	Corporation: ONTARIO

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Magnussen Home Furnishings Ltd.
Street Address:	66 Hincks Street, Unit 1
City:	New Hamburg, Ontario
State/Country:	CANADA
Postal Code:	N3A2A3
Entity Type:	Corporation: ONTARIO

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2808548	MAGNUSSEN
Registration Number:	2953058	M MAGNUSSEN HOME BEYOND THE EXPECTED

CORRESPONDENCE DATA

Fax Number: 2125750671

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: 212-790-9200

Email: Trademark@cll.com

Correspondent Name: Justin Karasick

Address Line 1: Cowan, Liebowitz & Latman, P.C.

Address Line 2: 114 West 47th Street (21st Floor)

Address Line 4: New York, NEW YORK 10036-1525

DOMESTIC REPRESENTATIVE

Name: Justin Karasick

OP \$65.00 2808548

Address Line 1:	Cowan, Liebowitz & Latman, P.C.
Address Line 2:	114 West 47th Street (21st Floor)
Address Line 4:	New York, NEW YORK 10036-1525
NAME OF SUBMITTER:	Justin Karasick
SIGNATURE:	/Justin Karasick/
DATE SIGNED:	07/19/2019
Total Attachments: 6 source=MHFL Articles of Amalgamation Dec 2017#page1.tif source=MHFL Articles of Amalgamation Dec 2017#page2.tif source=MHFL Articles of Amalgamation Dec 2017#page3.tif source=MHFL Articles of Amalgamation Dec 2017#page4.tif source=MHFL Articles of Amalgamation Dec 2017#page5.tif source=MHFL Articles of Amalgamation Dec 2017#page6.tif	

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Ministry of Government
and Consumer Services

Ministère des Services
gouvernementaux et des
Services aux consommateurs

Ontario

CERTIFICATE

This is to certify that these
articles are effective on

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1983405

DECEMBER 28 DÉCEMBRE, 2017

Barbara Duckitt

(11)

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

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):

M	A	G	N	U	S	S	E	N	H	O	M	E	F	U	R	N	I	S	H	I	N	G	S	L	T	D

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

66 Hincks Street, Unit 1

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

New Hamburg

ONTARIO

N	3	A	2	A	3
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Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum
Nombre d'administrateurs: Nombre fixe OU minimum et maximum

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
Nathan Cressman	REDACTED - PERSONAL PRIVACY	No
Lisa Cressman	REDACTED - PERSONAL PRIVACY	No
Richard Magnussen	REDACTED - PERSONAL PRIVACY	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

Magnussen International Corp.

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
Magnussen International Corp.	1668372	2017	12	22
Magnussen Home Furnishings Ltd.	1148335	2017	12	22

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 :

- 1. An unlimited number of Class A common shares; and**
- 2. An unlimited number of Class B 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 :

1. The holders of Class A common shares shall be entitled:

- (a) To vote at all meetings of shareholders, except meetings at which only holders of a special class of shares are entitled to vote;
- (b) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation, in priority to the Class B common shares, upon liquidation, dissolution or winding up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs; and
- (c) To receive dividends, subject to the rights of holders of any other class of shares of the Corporation entitled to receive dividends rateably with the Class B common shares, if as and when declared by the directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends.

2. The holders of Class B common shares shall be entitled:

- (a) To vote at all meetings of shareholders, except meetings at which only holders of a special class of shares are entitled to vote;
- (b) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation, in second priority to the Class A common shares, upon liquidation, dissolution or winding up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs; and
- (c) To receive dividends, subject to the rights of holders of any other class of shares of the Corporation entitled to receive dividends rateably with the Class A common shares, if as and when declared by the directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends.

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 shall be transferred without (i) the approval of the directors, or of the director, if only one, or (ii) the approval of the shareholders, or of the shareholder, if only one.

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

N/A

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.

Magnussen International Corp.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Nathan Cressman

Print name of signatory /
Nom du signataire en lettres moulées

President

Description of Office / Fonction

Magnussen Home Furnishings Ltd.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Nathan Cressman

Print name of signatory /
Nom du signataire en lettres moulées

President

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

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