

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM579180

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PALLISER FURNITURE UPHOLSTERY HOLDINGS, LTD.		01/01/2020	Corporation: CANADA

RECEIVING PARTY DATA

Name:	Palliser Furniture Ltd.
Street Address:	70 Lexington Park
City:	Winnipeg, Manitoba
State/Country:	CANADA
Postal Code:	R2G 4H2
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	1235731	P
Registration Number:	1235732	PALLISER
Registration Number:	3105478	EQ3

CORRESPONDENCE DATA

Fax Number: 2123368001

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: 2123368000

Email: ptodocket@arelaw.com

Correspondent Name: Max Vern

Address Line 1: Amster, Rothstein & Ebenstein LLP

Address Line 2: 90 Park Avenue

Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER: 80225/58

DOMESTIC REPRESENTATIVE

Name: Max Vern

Address Line 1: Amster, Rothstein & Ebenstein LLP

OP \$90.00 1235731

Address Line 2:	90 Park Avenue
Address Line 4:	New York, NEW YORK 10016
NAME OF SUBMITTER:	Max Vern
SIGNATURE:	/Max Vern/
DATE SIGNED:	06/02/2020
Total Attachments: 14	
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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

PALLISER FURNITURE LTD.

Corporate name / Dénomination sociale

1180331-0

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2020-01-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-II)

Canada



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation
PALLISER FURNITURE LTD.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)
Manitoba

3 - The classes and any maximum number of shares that the corporation is authorized to issue
The annexed Schedule "A" is incorporated in this form.

4 - Restrictions, if any, on share transfers
No shares shall be transferred to any person without the approval of a resolution of the Board of Directors passed at a duly constituted directors' meeting or in lieu thereof the consent in writing of all the directors shall be obtained.

5 - Minimum and Maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)
Minimum number **1** Maximum number **10**

6 - Restrictions, if any, on the business the corporation may carry on
Nil

7 - Other provisions, if any
The annexed Schedule "B" is incorporated in this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

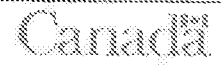
<input checked="" type="checkbox"/> 183 - Long form: approved by special resolution of shareholders	<input type="checkbox"/> 184(f) - Vertical short-form: approved by resolution of directors	<input type="checkbox"/> 184(1) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
PALLISER FURNITURE UPHOLSTERY HOLDINGS LTD.	719787-8	
CASANA FURNITURE COMPANY LTD.	661940-1	
PALLISER FURNITURE UPHOLSTERY LTD.	772882-4	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).





Instructions FORM 9 ARTICLES OF AMALGAMATION

Filing this application costs \$200.

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Item 1

Set out the proposed name of the amalgamated corporation that complies with sections 10 and 12 of the CBCA. If this name is not the same one as one of the amalgamating corporations, articles of amalgamation must be accompanied by a Nuans Name Search Report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a Nuans Name Search Report.

Item 2

Set out the name of the province or territory within Canada where the registered office is to be situated.

Item 3

Set out the details required by paragraph 6(1)(c) of the CBCA, including details of the rights, privileges, restrictions and conditions attached to each class of shares. All shares must be without nominal or par value and must comply with the provisions of Part V of the CBCA.

Item 4

If restrictions are to be placed on the right to transfer shares of the corporation, set out a statement to this effect and the nature of such restrictions.

Item 5

State the number of directors. If cumulative voting is permitted, the number of directors must be fixed.

Item 6

If restrictions are to be placed on the business the corporation may carry out, set out the restrictions.

Item 7

Set out any provisions, permitted by the CBCA or its Regulations to be set out in the by-laws of the corporation, that are to form part of the articles, including any pre-emptive rights or cumulative voting provisions.

Item 8

Indicate whether the amalgamation is under section 183 or subsection 184(1) or 184(2) of the CBCA.

Item 9

A director or officer of the amalgamating corporations shall sign the articles.

If space in items 3, 4, 6, 7 and 9 is insufficient, please attach a schedule.

Also include:

- Form 2 - Initial Registered Office Address and First Board of Directors
- A statutory declaration from a director or officer of each amalgamating corporation in accordance with subsection 185(2) of the CBCA.
- A Nuans Name Search Report, if applicable
- Fee of \$200, payable by credit card (American Express, Visa or MasterCard) or by cheque made payable to the Receiver General for Canada

For more information, consult the Corporations Canada Website (corporationscanada.ic.gc.ca) or call toll-free (within Canada) 1-866-333-5556 or (from outside Canada) (613) 941-9042.

Send documents:

By e-mail: IC_corporationscanada.IC@canada.ca

By mail: Corporations Canada
255 Queen Street
Ottawa, Ontario K1A 0H5

THIS IS SCHEDULE "A" attached to and forming part of the Articles of Amalgamation of PALLISER FURNITURE LTD. (the "Corporation").

3. The classes and any maximum number of shares that the Corporation is authorized to issue:

An unlimited number of Class A preference shares, an unlimited number of Class B preference shares, 1,000,000 Class C preference shares, 1,000,000 Class D preference shares, 1,000,000 Class E preference shares, 1,000,000 Class F preference shares, an unlimited number of Class A common shares and an unlimited number of Class B common shares.

The rights, privileges, restrictions and conditions attaching to the shares, if any:

(a) The holders of the Class A preference shares shall not be entitled to receive any payment of dividends.

In priority to the Class A common shares, Class B common shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares and any other shares ranking junior to the Class B preference shares, the holders of the Class B preference shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% and no less than 1% of the redemption price of the Class B preference shares divided ratably amongst the holders of Class B preference shares.

Subject to the prior rights of the Class B preference shares, but in priority to the Class A common shares, Class B common shares, Class D preference shares, Class E preference shares, Class F preference shares and any other shares ranking junior to the Class C preference shares, the holders of the Class C preference shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class C preference shares divided ratably amongst the holders of Class C preference shares.

Subject to the prior rights of the Class B preference shares and Class C preference shares, but in priority to the Class A common shares, Class B common shares, Class E preference shares, Class F preference shares and any other shares ranking junior to the Class D preference shares, the holders of the Class D preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an

annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class D preference shares divided ratably amongst the holders of the Class D preference shares.

Subject to the prior rights of the Class B preference shares, Class C preference shares and Class D preference shares, but in priority to the Class A common shares, Class B common shares, Class F preference shares and any other shares ranking junior to the Class E preference shares, the holders of the Class E preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class E preference shares divided ratably amongst the holders of the Class E preference shares.

Subject to the prior rights of the Class B preference shares, Class C preference shares, Class D preference shares and Class E preference shares but in priority to the Class A common shares, Class B common shares and any other shares ranking junior to the Class F preference shares, the holders of the Class F preference shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board, non-cumulative dividends at an annual rate determined by the Board from time to time but no greater than 12% of the redemption price of the Class F preference shares divided ratably amongst the holders of the Class F preference shares.

If, within six months after the expiration of any fiscal year of the Corporation, the Board in its discretion has not declared a dividend on the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares or Class F preference shares for the fiscal year, then the rights of the holders of the shares of that class to any dividend for that year shall be forever extinguished. The holders of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares shall not be entitled to any dividends other than those provided by this subparagraph.

Subject to the prior rights of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares, the holders of the Class A common shares and Class B common shares shall be entitled to dividends as and when declared by the Corporation divided ratably amongst the holders of common shares. No dividends shall be

declared on the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class A common shares and Class B common shares if there are reasonable grounds for believing that the realizable value of the Corporation's assets would thereby be less than the aggregate of its liabilities, the stated capital of the issued and outstanding Class A common shares, Class B common shares and the aggregate redemption price of the issued and outstanding Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares.

- (b) The holders of the Class A preference shares shall be entitled to notice of, to attend at and to cast 10 votes for each such share held at all meetings of shareholders. The holders of Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares shall not be entitled to notice of nor to attend and vote at any meetings of shareholders except as may be required by law.
- (c) The holders of the Class A common shares of the Corporation shall be entitled to notice of, to attend at and to cast one (1) vote for each such share held at all meetings of shareholders. The holders of the Class B common shares shall not be entitled to notice of nor to attend and vote at any meetings of shareholders except as may be required by law. In all other respects, however the Class A common shares and Class B common shares shall rank equally, *pari passu*.
- (d) The "redemption price", where used in these Articles with respect to the Class A preference shares, means the sum of \$0.10 per share.

The "redemption price", where used in these Articles with respect to the Class B preference shares means the sum of \$1.00 per share.

The "redemption price", where used in these Articles with respect to the Class C preference shares, Class D preference shares, Class E preference shares or Class F preference shares means an amount per share equal to the aggregate fair market value (the "*Fair Market Value*") of the consideration received by the Corporation (less the amount of any liabilities assumed by the Corporation on the transaction giving rise to the issuance) for the issuance of shares of that class divided by the number of shares of that class issued and outstanding. The Fair Market Value and the redemption price for the Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares shall be determined by the Board in consultation with the Corporation's accounting advisors forthwith following their issuance. The Fair

Market Value so determined shall be final and binding on the Corporation and all shareholders of the Corporation, provided that if:

- (i) there shall be issued to either the Corporation or any shareholder of the Corporation a notice of assessment or reassessment pursuant to any taxing statute, which assessment or reassessment is based upon an assumption of fact or a finding by any taxing authority that the Fair Market Value of those shares at the date of their issuance was more or less than the amount thus determined by the Board; or
- (ii) any taxing authority notifies either the Corporation or any shareholder that it intends to issue such notice of assessment or reassessment;

then, subject to the rights of the Corporation and the shareholder, if any, to object to or appeal such assessment to any authority, board or Court of competent jurisdiction, the Fair Market Value shall conclusively be deemed to be and to have always been the value as finally agreed to between the taxing authority and the Corporation and the shareholder, or, where either the Corporation or the shareholder has objected to or appealed any such assessment or reassessment, the value as determined by the highest level of authority, board or Court to which such objection or appeal is taken. The redemption price determined accordingly shall conclusively be deemed to be and to have always been the redemption price of the Class C preference shares, Class D preference shares, Class E preference shares or Class F preference shares, as the case may be.

- (e) Subject to the provisions of subsection 34(2) of the *Canada Business Corporations Act*, the Corporation may, upon giving notice as herein provided, redeem at any time the whole or, from time to time, any part of the then outstanding Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares on payment for each share to be redeemed of the redemption price for such shares together with an amount equal to all dividends declared thereon but unpaid.
- (f) When redeeming Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares under the provisions of clause (e) hereof, the Corporation shall, at least 20 days before the date specified for redemption, mail to each registered holder thereof a notice in writing of the intention of the Corporation to redeem. The notice shall be sent by prepaid mail addressed to each shareholder at his last known address. Accidental failure to give notice to one or more

shareholders shall not invalidate the redemption. The notice shall set out the redemption price, the effective redemption date and, if part only of that class of preference shares are to be redeemed, the number to be redeemed.

On or after the date so specified for redemption the Corporation shall pay or cause to be paid the redemption price to or to the order of the registered holders of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares to be redeemed, upon surrender of the appropriate share certificate(s) at the registered office of the Corporation or at any other place designated in the notice. If a part only of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

From the date specified in any such notice, the holders of the Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares called for redemption shall cease to be entitled to the receipt of any further dividends and to exercise any of the rights of shareholders with respect to those shares, unless the Corporation fails to make payment of the redemption price in accordance with the foregoing provisions, in which latter event the rights of the shareholders shall remain unaffected.

The Corporation may, at any time after the mailing of notice of its intention to redeem any Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares deposit the redemption price or of such of them as are represented by certificates that have not been surrendered by the date of such deposit, to a special account in any chartered bank or trust company in Canada named in the notice of redemption, to be paid without interest to or to the order of the respective holders of the shares upon surrender to that bank or trust company of the appropriate share certificate(s). Upon that deposit being made, or upon the date specified for redemption in the notice, whichever is the later, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares in respect of which the deposit has been made shall be redeemed and the rights of the holders thereof shall be limited to receiving, without interest, their proportionate part of the total redemption price thus deposited, against surrender of the certificates for their shares to be redeemed.

- (g) Subject to the provisions of subsection 34(2) of the *Canada Business Corporations Act*, the Corporation shall, at any time upon being given notice pursuant to subparagraph (h) hereof, redeem the whole or any part of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares or Class F preference shares then owned by any shareholder, by paying for each share to be redeemed an amount equal to the redemption price for such shares together with an amount equal to all dividends declared thereon but unpaid.
- (h) The retraction right provided by subparagraph (g) hereof may be exercised by the holder of any Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares, at any time and from time to time, by notice in writing sent by registered mail to the Corporation at its registered office, accompanied by the certificate(s) representing Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares that the holder wishes to be redeemed. That notice shall be signed by the person registered on the records of the Corporation as the holder of the shares in question, or by his duly authorized attorney, and shall specify the number of Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares that the holder wishes to have redeemed. Within fourteen days after the date of mailing of that notice, the Corporation shall pay or cause to be paid the redemption price of the shares to or to the order of the registered holder. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.
- (i) Upon the liquidation, dissolution or winding-up of the Corporation,
- (i) the holders of the Class A preference shares shall be entitled to receive an amount equal to the redemption price of those shares in priority to the holders of all other classes of the Corporation, and no more;
 - (ii) the holders of the Class B preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class C preference shares, Class D preference shares, Class E preference shares, Class F preference shares, Class A common shares and Class B common shares but subject to

- the rights of the holders of the Class A preference shares, and no more;
- (iii) the holders of the Class C preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class D preference shares, Class E preference shares, Class F preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares and Class B preference shares, and no more;
- (iv) the holders of the Class D preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class E preference shares, Class F preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares and Class C preference shares, and no more;
- (v) the holders of the Class E preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class F preference shares, Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares and Class D preference shares, and no more;
- (vi) the holders of the Class F preference shares shall be entitled to receive an amount equal to the redemption price of those shares together with an amount equal to all dividends declared thereon but unpaid in priority to the Class A common shares and Class B common shares but subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares and Class E preference shares, and no more; and
- (vii) the holders of the Class A common shares and Class B common shares shall be entitled to receive all other assets of the Corporation divided ratably amongst the holders of the Class A common shares and Class B common shares but

subject to the rights of the holders of the Class A preference shares, Class B preference shares, Class C preference shares, Class D preference shares, Class E preference shares and Class F preference shares.

THIS IS SCHEDULE "B" attached to and forming part of the Articles of Amalgamation of PALLISER FURNITURE LTD. (the "*Corporation*").

7. Other provisions, if any, are:
- (a) Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may purchase or otherwise acquire any shares issued by it.
 - (b) The number of shareholders in the Corporation, exclusive of persons who are in its employment 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 the joint owners of one or more shares being counted as one shareholder.
 - (c) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
 - (d) The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation and such lien may be enforced in the manner from time to time provided for in the Corporation's by-laws.



Form 2
Initial Registered Office Address
and First Board of Directors
Canada Business Corporations Act
(CBCA) (s. 19 and 106)

Formulaire 2
Siège social initial et premier
conseil d'administration
Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)

1 Corporate name
Dénomination sociale
PALLISER FURNITURE LTD.

2 Address of registered office
Adresse du siège social
**70 Lexington Park
Winnipeg MB R2G 4H2**

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

Arthur DeFehr	2840 Henderson Highway, Winnipeg MB R2E 0C6, Canada	Resident Canadian Résident Canadien Yes / Oui
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5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration: J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Arthur DeFehr

**Arthur DeFehr
204-988-9614**

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans le fichier de renseignements personnels numéro IC/PPU-049.

