

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM781571

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	01/01/2021

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Icynene Inc.		01/01/2021	Corporation:

## RECEIVING PARTY DATA

<b>Name:</b>	Demilec Inc.
<b>Street Address:</b>	4284 rue De La Roche
<b>City:</b>	Montreal, Quebec
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	H2J 3H9
<b>Entity Type:</b>	Corporation: CANADA

## PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	5025535	ICYNENE PROSEAL ECO
Registration Number:	4366803	ICYNENE MD-C-200
Registration Number:	5273612	ICYNENE LA EVOLUCIÓN DE AISLAMIENTO
Registration Number:	5273613	ICYNENE LA EVOLUCIÓN DE AISLAMIENTO.
Registration Number:	5917562	ICYNENE X-WALL SYSTEM
Registration Number:	4971393	ICYNENE THE EVOLUTION OF INSULATION
Registration Number:	5107610	ICYNENE CLASSIC
Registration Number:	5107611	ICYNENE CLASSIC PLUS
Registration Number:	5107612	ICYNENE CLASSIC MAX
Registration Number:	1566643	ICYNENE
Registration Number:	3774055	ICYNENE LD-C-50
Registration Number:	3866294	ICYNENE LICENSED DEALER
Registration Number:	5273611	LA EVOLUCIÓN DE AISLAMIENTO
Registration Number:	2790042	HEALTHIER. QUIETER. MORE ENERGY EFFICIEN
Registration Number:	5917563	X-WALL SYSTEM
Registration Number:	1535684	INSEALATORS
Registration Number:	2337137	THE ICYNENE INSULATION SYSTEM

OP \$440.00 5025535

**CORRESPONDENCE DATA****Fax Number:**

*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:** 8326152723  
**Email:** huntsman@munckwilson.com  
**Correspondent Name:** Catherine Rifai  
**Address Line 1:** 1330 Post Oak Boulevard  
**Address Line 2:** Suite 2850  
**Address Line 4:** Houston, TEXAS 77056

<b>ATTORNEY DOCKET NUMBER:</b>	HBSL80 - Gen. TM
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<b>NAME OF SUBMITTER:</b>	Catherine Rifai
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<b>SIGNATURE:</b>	/Catherine Rifai/
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<b>DATE SIGNED:</b>	01/19/2023
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**Total Attachments: 13**

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December 21, 2022

**Certification**

**Welocalize Translations**

**TRANSLATOR'S DECLARATION:**

I, **Laura Archiapatti**, hereby declare:

That I possess advanced knowledge of the French and English languages. The attached French into English translation has been translated by me and to the best of my knowledge and belief, it is a true and accurate translation of:  
Demilec Inc. - certificate of amalgamation Demilec Inc. and Icynene Inc.

*(Digital or printed signature here above the line)*

A handwritten signature in black ink, appearing to read "Laura Archiapatti", written over a horizontal line.

**Laura Archiapatti**

**Project Number: MWMA\_2212\_P0004**

15 W. 37th Street 4th Floor  
New York, NY 10018  
212.581.8870

**TRADEMARK**  
**REEL: 007948 FRAME: 0631**

# Merger Certificate

Business Corporation Act (RLRQ, chapter S-31.1)

I attest that the corporations mentioned in the articles of merger merged under the Business Corporation Act on January 01, 2021 at 0 h 2 min into a single corporation under the name

DEMILEC INC.

Filed with the register on January 5, 2021  
under Québec business number 1175299354.

  
Business registrar

Services Quebec





# Merger Certificate

For articles of simplified merger only

Mark the appropriate box  Regular merger  Simplified merger

Quebec Business Number										
NEG	1	1	7	5	2	9	9	3	5	4

Business Corporation Act, RLRQ, chapter S-31.1

<b>1</b>	<p><b>Name of corporation</b> DEMILEC INC.</p> <p>Versions of the corporation's name in a language other than French, if applicable</p> <p><input type="checkbox"/> Numerical designation in lieu of a name</p>
<b>2</b>	<p><b>Capital -shares</b></p> <p>See Schedule A.</p>
<b>3</b>	<p><b>Methods for conversion and payment of the merging corporations' shares, if applicable</b></p> <p>N/A</p>
<b>4</b>	<p><b>Restrictions on the transfer of securities or shares, if applicable</b></p> <p>See Schedule B.</p>
<b>5</b>	<p><b>Number of directors</b></p> <p>Fixed number _____ or Minimum number _____ 1 _____</p> <p style="text-align: center;">Maximum number _____ 10 _____</p>

**Sign and return this form with the required documents and payment. Do not fax it.**





Declaration 

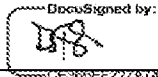
### Declaration regarding the name

Name of corporation

DEMILEC INC.

I, the undersigned David M. Stryker,  
Last name and first name of authorized person (one of the signatories of the merger certificate)

declare that reasonable steps have been taken to ensure that the name selected is in compliance with the law, and that I am the person authorized to sign this declaration

DocuSigned by:  


Signature of authorized person (one of the signatories of the merger certificate)



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## SCHEDULE A

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### 1. DESCRIPTION OF SHARE CAPITAL

The authorized share capital of the corporation consists of Class A, B, C, D and E shares, which shall carry and be subject to the following rights, privileges, restrictions and conditions:

#### 1.1 CLASS A SHARES (COMMON)

##### 1.1.1 General

The corporation is authorized to issue an unlimited number of Class A shares without par value.

##### 1.1.2 Voting

The holders of the Class A shares shall be entitled to receive notice of and to attend and to vote at any meeting of shareholders of the corporation, except meetings where only the holders of one Class of shares of the corporation shall have the right to vote as a class. The holders of the Class A shares shall have one vote per Class A share held.

##### 1.1.3 Dividend

Subject to the provisions of the *Business Corporation Act* (Quebec) (the "Act") and to the declaration and payment or setting aside for payment of a dividend on the Class D and E shares, the holders of the Class A shares shall be entitled to receive, *pari passu* with the holders of Class B shares, when and as declared by resolution of the Board of Directors, dividends payable at such time and place and in such amounts as the Board of Directors may from time to time determine.

Notwithstanding the foregoing, no dividend shall be paid by the corporation with respect to the Class A shares if such payment would result in a reduction of the value of the net assets of the corporation below that of the redemption price of the outstanding Class D and E shares.

##### 1.1.4 Remaining Property

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class A shares shall be entitled, *pari passu* with the holders of Class B shares, on a share-for-share basis, to share in the remaining property of the corporation after prior payment to the holders of the Class C, D and E.

##### 1.1.5 Acquisition by Agreement

Subject to the provisions of the Act, the corporation may at any time acquire all or any part of the Class A shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.



**1.2 CLASS B SHARES (PARTICIPATING)**

**1.2.1 General**

The corporation is authorized to issue an unlimited number of Class B shares without par value.

**1.2.2 Voting**

Subject to the provisions of the Act, the holders of the Class B shares shall not be entitled as such to receive notice of and to attend and to vote at any meeting of shareholders of the corporation.

**1.2.3 Dividend**

Subject to the provisions of the Act and to the declaration and payment or setting aside for payment of a dividend on the Class D and E shares, the holders of the Class B shares shall be entitled to receive, *pari passu* with the holders of Class A shares, when and as declared by resolution of the Board of Directors, dividends payable at such time and place and in such amounts as the Board of Directors may from time to time determine.

Notwithstanding the foregoing, no dividend shall be paid by the corporation with respect to the Class B shares if such payment would result in a reduction of the value of the net assets of the corporation below that of the redemption price of the outstanding Class D and E shares.

**1.2.4 Remaining Property**

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class B shares shall be entitled, *pari passu* with the holders of Class A shares, on a share-for-share basis, to share in the remaining property of the corporation after prior payment to the holders of the Class C, D and E.

**1.2.5 Acquisition by Agreement**

Subject to the provisions of the Act, the corporation may at any time acquire all or any part of the Class B shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

**1.3 CLASS C SHARES (CONTROL)**

**1.3.1 General**

The corporation is authorized to issue an unlimited number of Class C shares without par value.

**1.3.2 Voting**

The holders of the Class C shares shall be entitled to receive notice of and to attend and to vote at any meeting of shareholders of the corporation, except meetings where only the holders of one Class of shares of the corporation shall have the right to vote as a class. The holders of the Class C shares shall have 100 votes per Class C share held.

**1.3.3 Dividend**

The holders of the Class C shares shall not be entitled as such to receive any dividend.

**1.3.4 Remaining Property**

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class C shares shall be entitled to receive, for each Class C share issued and outstanding, the Class C Redemption Price hereinafter defined in priority to and before any distribution to the holders of the Class A and B shares, but after prior payment to the holders of the Class D and E shares.

After such payment, the holders of the Class C shares shall not be entitled to share any further in the distribution of the property of the corporation.

**1.3.5 Redemption at the Option of the Holder**

Subject to the provisions of the Act, a holder of Class C shares shall be entitled to require the corporation to redeem, at any time, upon giving notice as hereinafter provided, all or any number of the Class C shares registered in the name of such holder on the books of the corporation at a price per share equal to the amount of the issued and paid-up share capital account for such share on the redemption date, plus an amount equal to all dividends declared thereon and unpaid on the redemption date (the "**Class C Redemption Price**").

If a holder of Class C shares wishes to exercise his option to have the corporation redeem his Class C shares, said holder shall give written notice to the corporation of the redemption date of his shares (the "**Class C Optional Redemption Date**"), which date shall not be less than 10 days nor more than 30 days from the date of the notice. If the holder desires to have less than all of his Class C shares redeemed, the notice shall also indicate the number of shares to be redeemed. The holder of any Class C shares may, with the consent of the corporation, revoke such notice prior to the Class C Optional Redemption Date.

Upon delivery to the corporation of a share certificate or certificates representing the Class C shares which the holder desires to have the corporation redeem, the corporation shall redeem such Class C shares on the Class C Optional Redemption Date by paying to the holder the Class C Redemption Price.

Upon payment of said Class C Redemption Price, the holder of the Class C shares who has exercised his rights pursuant to this section shall cease to be entitled to dividends and shall not be entitled to any further rights in respect of such shares.

**1.3.6 Acquisition by Agreement**

Subject to the provisions of the Act, the corporation may at any time acquire, at a price not exceeding the Class C Redemption Price, all or any part of the Class C shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

#### **1.4 CLASS D SHARES (ROLLOVER)**

##### **1.4.1 General**

The corporation is authorized to issue an unlimited number of Class D shares without par value.

##### **1.4.2 Voting**

Subject to the provisions of the Act, the holders of the Class D shares shall not be entitled as such to receive notice of and to attend and to vote at any meeting of shareholders of the corporation.

##### **1.4.3 Dividend**

Subject to the provisions of the Act, the holders of the Class D shares shall be entitled to receive, when and as declared by resolution of the Board of Directors, non-cumulative preferential dividends of a maximum of 12 % per year computed on the Class D Capital Amount hereinafter defined, payable at such time and place and in such amounts as the Board of Directors may from time to time determine, in priority to and before any distribution to the holders of the Class A, B and E shares. If the Board of Directors does not declare the said dividend or any part thereof on the Class D shares for any given year, then the rights of the holders thereof to such dividend or to any greater dividend than the dividend actually declared for such year shall be forever extinguished for all legal purposes.

##### **1.4.4 Remaining Property**

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class D shares shall be entitled to receive, for each Class D share issued and outstanding, the Class D Redemption Price hereinafter defined in priority to and before any distribution to the holders of the Class A, B, C and E shares.

After such payment, the holders of the Class D shares shall not be entitled to share any further in the distribution of the property of the corporation.

##### **1.4.5 Redemption at the Option of the Holder**

Subject to the provisions of the Act, a holder of Class D shares shall be entitled to require the corporation to redeem, at any time, upon giving notice as hereinafter provided, all or any number of the Class D shares registered in the name of such holder on the books of the corporation at a price per share equal to the Class D Capital Amount, plus an amount equal to all dividends declared thereon and unpaid at the redemption date (the "**Class D Redemption Price**"). The "**Class D Capital Amount**" is calculated as follows:

- a) An amount equal to the amount accrued to the issued and paid-up share capital account pertaining to such share, as established on the redemption date (without considering since the issuance of such share any decrease or increase for which the corporation did not pay or receive any consideration); plus
- b) A premium equal to the difference between: (1) the fair market value of the consideration received by the corporation upon the issuance of said share; and (2) the total of the amount accrued to the issued and paid-up share capital account pertaining to such share, as established on the redemption

date, and the fair market value of any consideration other than Class F shares given by the corporation upon the issuance of such share.

The corporation and the subscriber of Class D shares shall jointly determine, upon the issuance of Class D shares, the fair market value of the consideration received by the corporation for the shares. In case that the tax authorities, federal or provincial, should contest directly or indirectly or assess or reassess the corporation or the subscriber of Class D shares or otherwise render a final decision (the "**Final Decision**") on the basis that the fair market value of the consideration received by the corporation in consideration for the issue of such shares is greater or lesser than the fair market value of the consideration jointly determined by the corporation and the subscriber as mentioned above, the Class D Redemption Price shall then be increased or reduced in accordance with the Final decision, subject to contestation of the Final decision by the corporation or the subscriber before the courts. In that case, said adjustment shall be established in accordance with the final judgment of a court having jurisdiction or in accordance with an out-of-court agreement entered into with the applicable tax authorities. If the determination by the competent provincial authorities of the fair market value of the consideration received by the corporation in consideration for the issue of Class D shares differs from that established by the competent federal authorities, said adjustments shall be based on the higher of the amounts determined by said competent tax authorities.

If a holder of Class D shares wishes to exercise his option to have the corporation redeem his Class D shares, said holder shall give written notice to the corporation of the redemption date of his shares (the "**Class D Optional Redemption Date**"), which date shall not be less than 10 days nor more than 30 days from the date of the notice. If the holder desires to have less than all of his Class D shares redeemed, the notice shall also indicate the number of shares to be redeemed. The holder of any Class D shares may, with the consent of the corporation, revoke such notice prior to the Class D Optional Redemption Date.

Upon delivery to the corporation of a share certificate or certificates representing the Class D shares which the holder desires to have the corporation redeem, the corporation shall redeem such Class D shares on the Class D Optional Redemption Date by paying to the holder the Class D Redemption Price.

Upon payment of said Class D Redemption Price, the holder of the Class D shares who has exercised his rights pursuant to this section shall cease to be entitled to dividends and shall not be entitled to any further rights in respect of such shares.

#### **1.4.6 Acquisition by Agreement**

Subject to the provisions of the Act, the corporation may at any time acquire, at a price not exceeding the Class D Redemption Price, all or any part of the Class D shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

### **1.5 CLASS E SHARES (FINANCING)**

#### **1.5.1 General**

The corporation is authorized to issue an unlimited number of Class E shares without par value.

### **1.5.2 Voting**

Subject to the provisions of the Act, the holders of the Class E shares shall not be entitled as such to receive notice of and to attend and to vote at any meeting of shareholders of the corporation.

### **1.5.3 Dividend**

Subject to the provisions of the Act and to the declaration and payment or setting aside for payment of a dividend on the Class D shares, the holders of the Class E shares shall be entitled to receive, when and as declared by resolution of the Board of Directors, non-cumulative preferential dividends of a maximum of 12 % per year computed on the Class E Capital Amount hereinafter defined, payable at such time and place and in such amounts as the Board of Directors may from time to time determine, in priority to and before any distribution to the holders of the Class A and B. If the Board of Directors does not declare the said dividend or any part thereof on the Class E shares for any given year, then the rights of the holders thereof to such dividend or to any greater dividend than the dividend actually declared for such year shall be forever extinguished for all legal purposes.

### **1.5.4 Remaining Property**

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class E shares shall be entitled to receive, for each Class E share issued and outstanding, the Class E Redemption Price hereinafter defined in priority to and before any distribution to the holders of the Class A, B and C, but after prior payment to the holders of the Class D shares.

After such payment, the holders of the Class E shares shall not be entitled to share any further in the distribution of the property of the corporation.

### **1.5.5 Redemption at the Option of the Corporation**

Subject to the provisions of the Act, the corporation shall be entitled, at any time, to redeem all or any part of the issued and outstanding Class E shares by paying for each such share to be redeemed an amount equal to the amount of the issued and paid-up share capital account for such share on the redemption date (the "**Class E Capital Amount**"), plus an amount equal to all dividends declared thereon and unpaid at the redemption date (collectively with the Class E Capital Amount, the "**Class E Redemption Price**")

If the corporation wishes to redeem all or any part of the Class E shares, not less than 10 days' prior notice in writing of the redemption shall be given to each holder thereof. The notice shall indicate the date and place of the redemption. If the resolution of the Board of Directors provides for the redemption of less than all the outstanding Class E shares, the Class E shares to be redeemed shall be selected pro rata from the respective holders thereof, unless all the holders agree otherwise.

From and after the date of redemption, all holders of the Class E shares called for redemption at that date shall cease to be entitled to dividends and shall not be entitled to any further rights in respect of such shares other than the right to receive the Class E Redemption Price, upon surrender of the certificate or certificates representing the Class E shares so redeemed. If payment of the Class E Redemption Price is not made by the corporation in accordance with the foregoing provisions, the rights of the holders of such shares shall remain unimpaired.

**1.5.6 Acquisition by Agreement**

Subject to the provisions of the Act, the corporation may at any time acquire, at a price not exceeding the Class E Redemption Price, all or any part of the Class E shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

## SCHEDULE B

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### **1. RESTRICTIONS ON THE TRANSFER OF INSTRUMENTS OR SHARES**

#### **1.1 Restrictions on the transfer of shares**

No shares in the capital of the corporation shall be transferred without the consent of the Board of Directors expressed by resolution.

#### **1.2 Restrictions on the transfer of securities**

Any transfer of securities of the corporation, other than non-convertible debt securities, is subject to the consent of the Board of Directors expressed by resolutions or to the restrictions contained in security holders' agreements.

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