

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	05/20/2003	
CONVEYING PARTY DATA		
Name		Execution Date
MGA Construction Hardware & Steel Fabricating LTD.		05/20/2003
RECEIVING PARTY DATA		
Name:	Simpson-Strong Tie Canada, LTD	
Street Address:	5 Kenview Blvd	
City:	Brampton	
State/Country:	CANADA	
Postal Code:	L6T 5G5	
PROPERTY NUMBERS Total: 6		
Property Type	Number	
Application Number:	10299853	
Application Number:	09903642	
Application Number:	10167477	
Patent Number:	5457928	
Patent Number:	6158188	
Patent Number:	6170218	
CORRESPONDENCE DATA		
Fax Number:	(317)713-3699	
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	1-317-713-3500	
Email:	dmconnell@sommerbarnard.com	
Correspondent Name:	Dean E. McConnell	
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NAME OF SUBMITTER:

Dean E. McConnell

Total Attachments: 7

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PATENT

REEL: 015428 FRAME: 0706



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

Simpson Strong-Tie Canada, Limited

416572-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la 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.

Director - Directeur

May 20, 2003 / le 20 mai 2003

Date of Amalgamation - Date de fusion

Canada

CANADA BUSINESS CORPORATIONS ACT

FORM 9

ARTICLES OF AMALGAMATION
(SECTION 185)

1. Name of amalgamated corporation:
Simpson Strong-Tie Canada, Limited
2. The place in Canada where the registered office is to be situated:
Ontario
3. The classes and any maximum number of shares that the Corporation is authorized to issue:

An unlimited number of common shares and an unlimited number of preferred shares

The Preferred Shares and Common Shares shall have attached thereto the following rights, privileges, conditions and restrictions:

PREFERRED SHARES

(A). **Non-Voting.** The holders of the preferred shares shall not, as such, be entitled to receive notice of or to attend at any meetings of the shareholders of the Corporation and shall not be entitled to vote at any such meetings (except where the holders of a specified class of shares are entitled to vote separately as a class as provided in the *Canada Business Corporations Act* (the "Act")). Notwithstanding the aforesaid restrictions, conditions or prohibitions on the right to vote, the holders of the preferred shares are entitled to notice of meetings of shareholders (and to vote separately as a class) called for the purpose of, among other things, authorizing the dissolution of the Corporation, the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation, and amending the rights, privileges, restrictions or conditions attached to these preferred shares.

(B). **Dividends.** The holders of the preferred shares shall in each fiscal year of the Corporation in the discretion of the directors, but always in preferred and priority to any payment of dividends on the common shares for such fiscal year, be entitled to non-cumulative dividends at the rate of 5% per annum on the amount which was received by the Corporation upon the issuance of each such preferred as

recorded in the stated capital account maintained for such class of shares which may be paid in money or property or by issuing fully paid shares of the Corporation as the directors may from time to time determine. If in any fiscal year, after providing for the full dividend on the preferred shares, there shall remain any profits or surplus available for dividends, such profits or surplus, or any part thereof, may, in the discretion of the directors, be applied to dividends on the common shares; the holders of the preferred shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends in the amount hereinbefore provided for.

(C). **Redemption.** The Corporation may, at its option, redeem all or from time to time any part of the outstanding preferred shares on payment to the holders thereof, for each share to be redeemed, of the sum of \$1.00 per share, together with all dividends declared thereon and unpaid. Before redeeming any preferred shares the Corporation shall mail to each person who, at the date of such mailing, is a registered holder of shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder; such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of such holder, at least 30 days before the date specified for redemption; such notice shall set out the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so 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 the registered holders of the shares to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in such notice, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed. In case a part only of the outstanding preferred shares is at any time to be redeemed, the shares to be redeemed shall be selected, at the option of the directors, either by lot in such manner as the directors in their sole discretion shall determine or as nearly as may be pro-rata (disregarding fractions) according to the number of preferred shares held by each holder. In case a part only of the preferred shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in such notice, the holders of the shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the redemption price, unless payment of the redemption price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired.

(D). Retraction

(a) Subject to paragraph (D) (b) below, a holder of preferred shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any preferred shares, upon giving notice as hereinafter provided, all or any number of the preferred shares registered in the name of such holder on the books of the Corporation at a redemption price per share of \$1.00, together with all dividends declared thereon and unpaid. A holder of preferred shares exercising its option to have the Corporation redeem, shall give notice to the Corporation, which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of mailing of the notice, and if the holder desires to have less than all of the preferred shares registered in his name redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur is hereafter referred to as the "Option Redemption Date". The holder of any preferred shares may, with the consent of the Corporation, revoke such notice prior to the Option Redemption Date. Upon delivery to the Corporation of a share certificate or certificates representing the preferred shares which the holder desires to have the Corporation redeem, the Corporation shall, on the Option Redemption Date, redeem such preferred shares by paying to the holder the redemption price therefor. Upon payment of the redemption price of the preferred shares to be redeemed by the Corporation, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof; and

(b) If the redemption by the Corporation on any Option Redemption Date of all of the preferred shares to be redeemed on such date would be contrary to any provisions of the Act or any other applicable law, the Corporation shall be obligated to redeem only the maximum number of preferred shares which the Corporation determines it is then permitted to redeem, such redemptions to be made pro-rata (disregarding fractions of shares) according to the number of preferred shares required by each such holder to be redeemed by the Corporation and the Corporation shall issue new certificates representing the preferred shares not redeemed by the Corporation; the Corporation shall, before redeeming any other preferred shares, redeem in the manner contemplated by paragraph (C) above on the 1st day of each month thereafter the maximum number of such preferred shares as would not then be contrary to any provisions of the Act or any other applicable law, until all of such shares have been redeemed, provided that the Corporation shall be under no obligation to give any notice to the holders of the preferred shares in respect of such redemption or redemptions as provided for in paragraph (C) above.

(E). **Purchase for Cancellation.** The Corporation may purchase for cancellation the whole or any part of the preferred shares at \$1.00 per share, together with all dividends declared thereon and unpaid.

(F). **Reduction of Stated Capital.** Upon a redemption of preferred shares as set out in paragraph (C) above, or upon the retraction of preferred shares as set out in paragraph (D) above, or upon a purchase for cancellation as set out in paragraph (E) above, the Corporation shall deduct from the stated capital account maintained for the preferred shares an amount equal to the result obtained by multiplying the stated capital of the preferred shares by the number of such preferred shares which have been redeemed, retracted or purchased for cancellation, as the case may be, divided by the number of preferred shares which have been issued and are outstanding immediately before such redemption, retraction or purchase for cancellation, as the case may be.

(G). **Ranking of Shares.** The preferred shares shall rank, both as regards dividends and return of capital, in priority to all other shares of the Corporation but shall not confer any further right to participate in profits or assets.

(H). **Liquidation, Dissolution and Winding-up.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the preferred shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, for each preferred share, an amount of \$1.00 per share and any dividends declared thereon and unpaid, and no more.

COMMON SHARES

(A). **Voting.** The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of a specified class are entitled to vote separately as a class as provided in the Act) and each common share shall confer the right to 1 vote in person or by proxy at all meetings of shareholders of the Corporation.

(B). **Liquidation, Dissolution and Winding-up.** Subject to the prior rights of the holders of the preferred shares, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive the remaining property of the Corporation.

4. Restrictions if any on share transfers:

No shares shall be transferred without either (a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of such directors, or (b) the consent of the holders of shares to which are attached more than 50% of the voting rights attaching to all shares for the time being outstanding entitled to vote at such time expressed by a resolution passed by such shareholders at a meeting duly called and constituted for that purpose or by an instrument or instruments in writing signed by all of such shareholders.

5. Number (or minimum and maximum number) of directors:

A minimum of one (1) and a maximum of ten (10).

6. Restrictions if any on business the corporation may carry on:

None.

7. Other provisions, if any:

- (a) The number of shareholders of 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 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder;
- (b) Any invitation to the public to subscribe for any securities of the Corporation is prohibited;
- (c) The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders;

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


☐ 183
☒ 184(1)
☐ 184(2)

9. Name of the amalgamating corporations:

Simpson Strong-Tie Canada, Limited

Corporation No.: 608888-1

Date: May 20, 2003




Wayne E. Shaw, Assistant Secretary

MGA Construction Hardware & Steel Fabricating Limited

Corporation No.: 415356-1

Date: May 20, 2003




Wayne E. Shaw, Secretary

MGA Connectors Ltd.

Corporation No.: 269403-4

Date: May 20, 2003



Wayne E. Shaw, Secretary

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