

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3070014


SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	ARTICLES OF AMALGAMATION	
CONVEYING PARTY DATA		
	Name	Execution Date
	AVENIR MEDICAL INC.	01/31/2014
RECEIVING PARTY DATA		
Name:	INTELLIJOINT SURGICAL INC.	
Street Address:	60 BATHURST DRIVE, UNIT 1	
City:	WATERLOO	
State/Country:	CANADA	
Postal Code:	N2V 2A9	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	14517051
CORRESPONDENCE DATA		
Fax Number:	(416)862-7661	
<i>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.</i>		
Phone:	4168624325	
Email:	torpatpros@gowlings.com	
Correspondent Name:	GOWLING LAFLEUR HENDERSON LLP	
Address Line 1:	SUITE 1600, 1 FIRST CANADIAN PLACE	
Address Line 2:	100 KING STREET WEST	
Address Line 4:	TORONTO, CANADA M5X 1G5	
ATTORNEY DOCKET NUMBER:	T8478013US1	
NAME OF SUBMITTER:	GRANT TISDALL	
SIGNATURE:	/GrantTisdall/	
DATE SIGNED:	10/17/2014	
Total Attachments: 13		
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Ontario Corporation Number
Numéro de la société en Ontario



 Ministry of
Government Services
Ontario

Ministère des
Services gouvernementaux

CERTIFICATE

This is to certify that these articles are effective on

CERTIFICATE

Ceci certifie que les présents
statuts entrent en vigueur le

1907105

31 JANUARY 2014

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

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):

[illegible]

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

Accelerator Centre, 295 Hagey Boulevard

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

Regional Municipality of Waterloo

ONTARIO

N	2	L	6	R	5
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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:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1	10
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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'
Resident Canadian
Oui/Non

Armen Garo Bakirtzian

85 Bankside Drive, Suite M72, Kitchener, Ontario
N2N 3M4

Yes

Richard Tyler Fanson

34 Smith Road, Stoney Creek, Ontario L8J 2Z3

Yes

Kris Shah

5102 Durie Road, Mississauga, Ontario L5M 2C7

Yes

4. the director(s) is / are: Administrateur(s) First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code <i>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</i>	Resident Canadian State "Yes" or "No" <i>Résident canadien Oui/Non</i>
Nick DiPietro	12 Nadine Crescent St. Catharines, Ontario L2W 1C1	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

Avenir Medical 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>
AVENIR MEDICAL INC.	001817420	2010	02	08
INTELLIJOINT SURGICAL INC.	002400782	2013	12	19

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.

Not applicable.

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 an unlimited number of 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 :

(a) **Payment of Dividends:** The holders of the Commons Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Common Shares, the Board of Directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares in capital stock of the Corporation.

(b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such distribution in priority to or rateably with the holders of the Common shares, be entitled to participate rateably in any distribution of the assets of the Corporation.

(c) **Voting Rights:** The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the Corporation and to one vote in respect of each Common Share held at all such meetings.

9. The issue, transfer or ownership of shares is/ls 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 :

The right to transfer securities of the Corporation, other than non-convertible debt securities, is restricted in that no security of the Corporation shall be transferred without either:

- (a) the consent of the directors of the Corporation, expressed by a resolution passed at a meeting of the Board of Directors, or signed by all of the directors of the Corporation; or
- (b) the consent of the holders of shares of the Corporation to which are attached at least fifty-one percent (51%) of the votes attaching to all the shares of the Corporation carrying a right to vote for the time being outstanding, expressed by a resolution passed at a meeting by those shareholders, or signed by all shareholders entitled to vote on that resolution, which consent must be given prior to the time of the transfer of the securities.

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

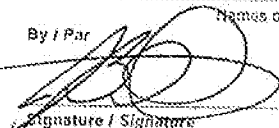
None.

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.

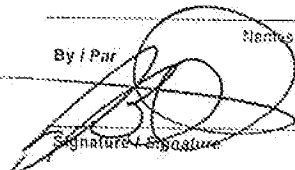
These articles are signed in duplicate.
 Les présents statuts sont signés en double exemplaire.

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.

AVENIR MEDICAL INC.

By / Par	Names of Corporations / Dénomination sociale des sociétés	
	Armen G. Bakirtzian	CEO and Secretary
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

INTELLIJOUNT SURGICAL INC.

By / Par	Names of Corporations / Dénomination sociale des sociétés	
	Armen G. Bakirtzian	President
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

By / Par	Names of Corporations / Dénomination sociale des sociétés	
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

By / Par	Names of Corporations / Dénomination sociale des sociétés	
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

By / Par	Names of Corporations / Dénomination sociale des sociétés	
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

SCHEDULE A-1
AVENIR MEDICAL INC.
DIRECTOR'S STATEMENT

I, Armen Bakirtzian, of the city of Waterloo, in the Regional Municipality of Waterloo, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am a director and the Chief Executive Officer of Avenir Medical Inc. (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation and Intellijoint Surgical Inc. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation and, accordingly, subsection 178(2)(c) of the Act has no application.
7. Since the Corporation has not received any notice pursuant to subsection 178(2)(c) of the Act, subsection 178(2)(d) of the Act has no application in the present circumstances.

This Statement is made the 23rd day of January, 2014.



Armen G. Bakirtzian
Chief Executive Officer

SCHEDULE A-2
INTELLIJOINT SURGICAL INC.
DIRECTOR'S STATEMENT

I, Armen Bakirtzian, of the city of Waterloo, in the Regional Municipality of Waterloo, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am sole director of Intellijoint Surgical Inc. (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation and Avenir Medical Inc. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation and, accordingly, subsection 178(2)(c) of the Act has no application.
7. Since the Corporation has not received any notice pursuant to subsection 178(2)(c) of the Act, subsection 178(2)(d) of the Act has no application in the present circumstances.

This Statement is made the 23rd day of January, 2014.


Armen Bakirtzian
Director

Schedule B-1
CERTIFIED COPY OF THE
RESOLUTIONS OF THE DIRECTORS OF
AVENIR MEDICAL INC.
(the "Corporation")

"Amalgamation"

WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;
- B. Intellijoint Surgical Inc. ("Intellijoint") is a direct wholly-owned subsidiary of the Corporation; and
- C. it is considered desirable and in the best interests of the Corporation that the Corporation and Intellijoint Surgical Inc. amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act.

NOW THEREFORE IT IS HEREBY RESOLVED THAT:

1. the amalgamation (the "Amalgamation") of the Corporation and Intellijoint effective January 31, 2014, pursuant to the provisions of subsection 177(1) of the Act, is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of Intellijoint shall be cancelled without any repayment of capital in respect thereof;
3. as may be prescribed by the regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of the Corporation;
4. as prescribed by regulation 43(0.1) under the Act, the name of the Amalgamated Corporation filed under the articles of amalgamation shall be Intellijoint Surgical Inc.;
5. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation; and
6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of Articles of Amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

The undersigned hereby certifies that the above is a true and complete copy of the Resolutions of the Board of Directors of Avenir Medical Inc. passed by the Board of Directors on the 29th day of January, 2014, which Resolutions are in full force and effect, unamended, as of the date hereof.



Armen Garo Bakirtzian
Secretary

Schedule B-2
CERTIFIED COPY OF
RESOLUTIONS OF THE SOLE DIRECTOR
OF
INTELLIJOINT SURGICAL INC.
(the "Corporation")

"Amalgamation"

WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;
- B. the Corporation is a direct wholly-owned subsidiary of Avenir Medical Inc. ("Avenir"); and
- C. it is considered desirable and in the best interests of the Corporation that the Corporation and Avenir amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act.

NOW THEREFORE IT IS HEREBY RESOLVED THAT:

- 1. the amalgamation (the "Amalgamation") of the Corporation and Avenir effective on January 31, 2014, pursuant to the provisions of subsection 177(1) of the Act, is hereby approved;
- 2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
- 3. as may be prescribed by the regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of Avenir; and
- 4. upon the Amalgamation becoming effective, the by-laws of Avenir as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation."

The undersigned hereby certifies that the above is a true and complete copy of the Resolutions of the Board of Directors of Intellijoint Surgical Inc. passed on the 23rd day of January, 2014, which Resolutions are in full force and effect, unamended, as of the date hereof.



Armen Garo Bakirtzian
Secretary