

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5628619

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2019

CONVEYING PARTY DATA

Name	Execution Date
HMC I.P. HOLDINGS INC.	04/01/2019

RECEIVING PARTY DATA

Name:	OWEN & COMPANY LIMITED
Street Address:	181 BAY STREET, SUITE IN200
City:	TORONTO, ONTARIO
State/Country:	CANADA
Postal Code:	M5J2T3

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	16354965

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: 7172375253
Email: tfinkenbinder@mcneeslaw.com
Correspondent Name: TRACY L. FINKENBINDER
Address Line 1: 100 PINE STREET
Address Line 2: P. O. BOX 1166
Address Line 4: HARRISBURG, PENNSYLVANIA 17108

ATTORNEY DOCKET NUMBER:	27594-0038-01
NAME OF SUBMITTER:	TRACY FINKENBINDER
SIGNATURE:	/Tracy Finkenbinder/
DATE SIGNED:	07/22/2019

Total Attachments: 14

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4. The director(s) is/are: continued

Cindy Anisman	181 Bay Street, Suite IN200 Clarkson Gordon (Heritage) Building Toronto, Ontario M5J 2T3	Yes
Jamie Cartwright	181 Bay Street, Suite IN200 Clarkson Gordon (Heritage) Building Toronto, Ontario M5J 2T3	Yes
Michael James	181 Bay Street, Suite IN200 Clarkson Gordon (Heritage) Building Toronto, Ontario M5J 2T3	Yes
Jacques Foisy	181 Bay Street, Suite IN200 Clarkson Gordon (Heritage) Building Toronto, Ontario M5J 2T3	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

Owen & Company Limited

and are more particularly set out in these articles.
 et sont énoncées 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
Owen & Company Limited	1974160	2019	04	01
HMC I.P. Holdings Inc.	2339928	2019	04	01

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.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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 Class A Shares and an unlimited number of Class B 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 :

See pages 4A and 4B attached.

8. (continued from page 4)

1. DEFINITIONS

For the purposes of these articles:

"Act" means the *Business Corporations Act* (Ontario).

"Board" means the board of directors of the Corporation.

"Change" has the meaning ascribed thereto in section 5.2.

"Class B Preferred Liquidation Amount" has the meaning ascribed thereto in section 4.1.1.

"Distribution of Assets" means the liquidation, dissolution or winding-up, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

"Participating Shares" means the Class A Shares and the Class B Shares.

2. VOTING RIGHTS

2.1. Class A Shares and Class B Shares. The holders of Class A Shares and Class B Shares shall be entitled to receive notice of, attend and vote at, on the basis of one vote per share, all meetings of shareholders, with the exception of meetings at which only holders of specified classes of shares are entitled to vote pursuant to the Act. Each Class A Share and Class B Share shall entitle its holder to one (1) vote. Subject to the provisions of the Act, the holders of Class A Shares and Class B Shares shall vote together as a single class on all matters submitted to a vote that requires the consent of shareholders.

3. RIGHT TO DIVIDENDS

3.1. The holders of Participating Shares shall be entitled to participate in the property, profits and surplus assets of the Corporation and, for that purpose, to receive dividends, on a *pari passu* basis. For greater certainty, no dividends shall be declared or paid on any class of Participating Shares, unless such dividends are declared or paid on the other classes of Participating Shares.

4. DISTRIBUTION OF ASSETS

4.1. In the event of a Distribution of Assets:

4.1.1. the holders of Class B Shares shall be entitled, in priority to any distribution of property or assets of the Corporation to the holders of Class A Shares, to receive the aggregate amount of \$500 (the "Class B Preferred Liquidation Amount"). The Class B Preferred Liquidation Amount shall be distributed among the holders

of Class B Shares ratably, based on the number of Class B Shares held by each of them; and

- 4.1.2. once the payment of the Class B Preferred Liquidation Amount to the holders of Class B Shares is fully satisfied, the holders of Class A Shares and Class B Shares shall be entitled to receive, on a *pari passu* basis, the remaining property of the Corporation upon such Distribution of Assets. For the avoidance of doubt, any distribution pursuant to this section 4.1.2 in favour of the holders of Participating Shares shall be made *pari passu* among the holders of Class A Shares and Class B Shares.

5. OTHER PROVISIONS

- 5.1. Separate Class Votes. Except in the case where holders of Participating Shares are not treated proportionally and in the same manner in connection with any of the following that is applicable to Participating Shares, holders of Participating Shares shall not be entitled to vote separately as a class, or to exercise dissent rights under section 185 of the Act, upon a proposal to amend the articles (whether by articles of amendment or articles of amalgamation) of the Corporation to: (i) increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the classes of Participating Shares, (ii) create a new class or series of shares equal or superior to the classes of Participating Shares, and (iii) effect an exchange, reclassification or cancellation of the Participating Shares.
- 5.2. Restrictions on Subdivision and Consolidation. Neither the Class A Shares nor the Class B Shares shall be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, all other classes of Participating Shares are subdivided, consolidated, reclassified or otherwise changed (each, a "Change") in the same proportion and in the same manner.

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 :

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without:

- (a) the consent of either:
 - (i) the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation; or
 - (ii) the holders of a majority in number of the outstanding voting shares of the Corporation, or
- (b) where the securities are not shares, the restrictions on transfer contained in the applicable security holders' agreement, having been complied with.

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

The Corporation shall be entitled to 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.

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.

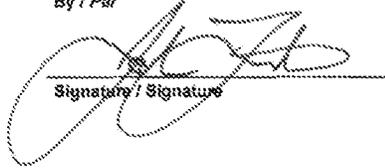
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatory's 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.

Owen & Company Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Treasurer

Print name of signatory /
Nom du signataire en lettres moulées

John Furtado

Description of Office / Fonction

HMC I.P. Holdings Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Treasurer

Print name of signatory /
Nom du signataire en lettres moulées

John Furtado

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

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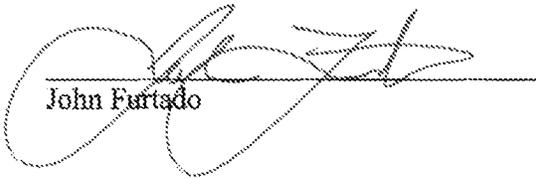
SCHEDULE "A"

STATEMENT OF DIRECTOR OR
OFFICER PURSUANT TO SUBSECTION
178(2) OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

I, John Furtado, hereby state that:

1. I am an officer of Owen & Company Limited and HMC I.P. Holdings Inc. and as such have knowledge of their affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made at 9:15 a.m. on the 1st day of April, 2019.


John Furtado

“RESOLUTION OF THE DIRECTORS

OF

OWEN & COMPANY LIMITED
(the “Corporation”)

**AMALGAMATION WITH WHOLLY-OWNED
SUBSIDIARY CORPORATION**

RECITAL:

The Corporation is the holding corporation of HMC I.P. Holdings Inc. (the “Subsidiary”) and has agreed to amalgamate with the Subsidiary pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “Act”).

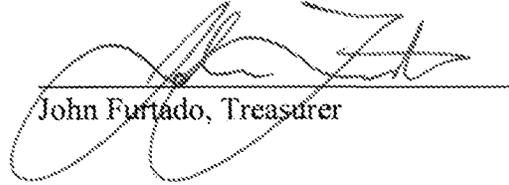
RESOLVED THAT:

1. the amalgamation of the Corporation and the Subsidiary under the Act pursuant to subsection 177(1) thereof, effective at 9:30 a.m. on April 1, 2019, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Subsidiary under its articles of incorporation and of any act done thereunder, all shares in the capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of the Corporation;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

[Signature page follows]

CERTIFIED to be a true copy of a resolution passed by all of the directors of Owen & Company Limited, which resolution is in full force and effect unamended as at the time and date hereof.

DATED at 9:20 a.m. on April 1, 2019.



John Furtado, Treasurer

“RESOLUTION OF THE DIRECTOR

OF

**HMC I.P. HOLDINGS INC.
(the “Corporation”)**

APPOINTMENT OF OFFICER

RESOLVED THAT John Furtado is hereby appointed Treasurer of the Corporation to hold such office during the pleasure of the board.

AMALGAMATION WITH HOLDING CORPORATION

RECITAL:

The Corporation is a wholly-owned subsidiary of and has agreed to amalgamate with Owen & Company Limited (“Holding”) pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “Act”).

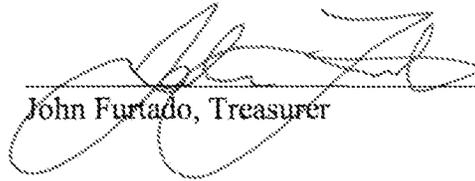
RESOLVED THAT:

1. the amalgamation of the Corporation and Holding under the Act pursuant to subsection 177(1) thereof, effective at 9:30 a.m. on April 1, 2019, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of Holding;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.”

[Signature page follows]

CERTIFIED to be a true copy of a resolution passed by all the sole director of HMC I.P. Holdings Inc., which resolution is in full force and effect unamended as at the time and date hereof.

DATED at 9:20 a.m. on April 1, 2019.



John Furtado, Treasurer