

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5800560

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	11/01/2018
CONVEYING PARTY DATA	
Name	Execution Date
DYNAMIC DITCHERS INC.	10/22/2018
NEWLY MERGED ENTITY DATA	
Name	Execution Date
ELMER'S WELDING & MANUFACTURING LTD.	10/22/2018
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)	
Name:	ELMER'S WELDING & MANUFACTURING LTD.
Street Address:	BOX 908
City:	ALTONA
State/Country:	CANADA
Postal Code:	R0G 0B0
PROPERTY NUMBERS Total: 4	
Property Type	Number
Patent Number:	9739033
Patent Number:	7627964
Patent Number:	9374938
Patent Number:	10125472
CORRESPONDENCE DATA	
Fax Number:	(204)942-5723
<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:	2049471429
Email:	uspto@adeco.com
Correspondent Name:	ADE & COMPANY INC.
Address Line 1:	2157 HENDERSON HWY
Address Line 4:	WINNIPEG, CANADA R2G 1P9
ATTORNEY DOCKET NUMBER:	86531-14GEN/RWD
NAME OF SUBMITTER:	RYAN W. DUPUIS

SIGNATURE:	/Ryan W. Dupuis/
DATE SIGNED:	11/01/2019
Total Attachments: 7 source=Certificate_of_Amalgamation Dynamic Ditchers Inc. to Elmer's Welding & Manufacturin Ltd#page1.tif source=Certificate_of_Amalgamation Dynamic Ditchers Inc. to Elmer's Welding & Manufacturin Ltd#page2.tif source=Certificate_of_Amalgamation Dynamic Ditchers Inc. to Elmer's Welding & Manufacturin Ltd#page3.tif source=Certificate_of_Amalgamation Dynamic Ditchers Inc. to Elmer's Welding & Manufacturin Ltd#page4.tif source=Certificate_of_Amalgamation Dynamic Ditchers Inc. to Elmer's Welding & Manufacturin Ltd#page5.tif source=Certificate_of_Amalgamation Dynamic Ditchers Inc. to Elmer's Welding & Manufacturin Ltd#page6.tif source=Certificate_of_Amalgamation Dynamic Ditchers Inc. to Elmer's Welding & Manufacturin Ltd#page7.tif	



Certificate of Amalgamation

Certificat de fusion

I certify that

Je certifie que


ELMER'S WELDING & MANUFACTURING LTD.

resulted from an amalgamation under *The Corporations Act* in accordance with the attached Articles effective

a découlé d'une fusion sous le régime de *la Loi sur les corporations* conformément aux statuts ci-joints prenant effet le

1 NOVEMBER/NOVEMBRE 2018

10027995
Registry Number /
Numéro de registre


Deputy Director/directeur adjoint
The Corporations Act/
Loi sur les corporations

The Corporations Act
ARTICLES OF AMALGAMATION
(share capital)



1. Name of amalgamated corporation

ELMER'S WELDING & MANUFACTURING LTD.

2. The address in full of the registered office (include postal code)

BOX 908
9118 HWY 30
ALTONA, MANITOBA
R0G 0B0

3. Number (or minimum and maximum number) of directors

A MINIMUM OF ONE AND A MAXIMUM OF TEN DIRECTORS

4. Directors

Name in full	Address in full
ELMER FRIESEN	BOX 605, ALTONA, MB, R0G 0B0
MICHAEL IAN JAMES FRIESEN	BOX 1326, ALTONA, MB, R0G 0B0

5. The classes and any maximum number of shares that the corporation is authorized to issue

AN UNLIMITED NUMBER OF EACH OF THE FOLLOWING CLASSES OF SHARES:

CLASS I COMMON SHARES;
CLASS II COMMON SHARES;
CLASS A PREFERENCE SHARES;
CLASS B PREFERENCE SHARES.

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

AS SET OUT IN SCHEDULE "A" HERETO.

7. Restrictions, if any, on share transfers

NO SHARES OF THE CAPITAL STOCK OF THE CORPORATION SHALL BE TRANSFERRED WITHOUT THE UNANIMOUS CONSENT OF THE DIRECTORS IN WRITING, OR THE APPROVAL OF THE HOLDERS OF 75% OF THE OUTSTANDING VOTING SHARES IN THE CORPORATION, SIGNIFIED IN WRITING.

8. Restrictions, if any, on business the corporation may carry on

NONE

9. Other provisions, if any

THE NUMBER OF SHAREHOLDERS OF THE CORPORATION IS HEREBY LIMITED TO NOT MORE THAN FIFTY. ANY INVITATION TO THE PUBLIC TO SUBSCRIBE FOR SHARES OR SECURITIES OF THE CORPORATION IS PROHIBITED.

10. The amalgamation agreement has been duly approved in accordance with Section 177 of *The Corporations Act*.

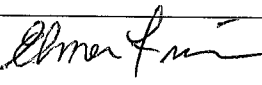

OR

The amalgamation has been duly approved in accordance with Section 178 of *The Corporations Act*. These articles of amalgamation are the same as the articles of incorporation of (name the designated amalgamating corporation)

ELMER'S WELDING & MANUFACTURING LTD.

11. Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation

ELMER'S WELDING & MANUFACTURING LTD.

12. Names of amalgamating corporations	Signature	Office held	Date	Office Use Only
ELMER'S WELDING & MANUFACTURING LTD.		PRESIDENT	OCTOBER 22/18	act 719161
DYNAMIC DITCHERS INC.		PRESIDENT	OCTOBER 22/18	act 4616236

Instructions: The statutory declarations required by subsection 179(2) shall accompany these Articles of Amalgamation. It is not necessary to file the amalgamation agreement.

Available in alternate formats upon request

SCHEDULE "A"
ARTICLES OF INCORPORATION

The following rights, restrictions, prohibitions, and limitations shall attach to the Class A Preference shares, the Class B Preference shares, the Class I Common shares, and the Class II Common shares:

1. The holders of the Class A Preference shares shall be entitled to receive if as and when decided by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative preferential cash dividends at the rate of ten (10%) per cent per annum per share of the redemption amount for each such share, as defined in Paragraph 8 hereof, payable on such dates as the board of directors may from time to time determine. No dividends may be declared in any year payable to the holders of the Common shares or any shares ranking junior to the Class A Preference shares unless and until all accrued and unpaid dividends at the aforesaid rate shall have been paid on the Class A Preference shares. If in any fiscal year the board of directors, in its discretion, shall not declare the preferential dividends, or any part thereof, on the Class A Preference shares, then the right of the holders of the Class A Preference shares to such dividend or to any undeclared part thereof shall be forever extinguished.
2. In the event of the liquidation, dissolution or winding up of the Corporate or other distribution of property or assets of the Corporation amongst its shareholders for the purpose of winding up its affairs, the holders of the Class A Preference shares shall be entitled to receive the redemption amount for each such share, as defined in Paragraph 8 hereof together with all dividends, if any, accrued and declared thereon up to the date of distribution before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Class B Preference shares or the Common shares or shares of any other class ranking junior to the Class A Preference shares. After payment to the holders of the Class A Preference shares of the amount so payable to them, the holders of the Class A Preference shares shall not be entitled to share in any further distribution of the property or assets of the Corporation.
3. The holders of the Class B Preference shares shall be entitled to receive if as and when decided by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative preferential cash dividends at the rate of ten (10%) per cent per annum per share of the redemption amount for each such share, as defined in Paragraph 9 hereof, payable on such dates as the board of directors may from time to time determine. No dividends may be declared in any year payable to the holders of the Common shares or any shares ranking junior to the Class B Preference shares unless and until all accrued and unpaid dividends as the aforesaid rate shall have been paid on the Class B Preference shares. If in any fiscal year the board of directors, in its discretion, shall not declare the preferential dividends, or any part thereof, on the Class B Preference shares, then the right of the holders of the Class B Preference shares to such dividend or to any undeclared part thereof shall be forever extinguished.
4. In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of property or assets of the Corporation amongst its shareholders for the

purpose of winding up its affairs, the holders of the Class B Preference shares shall be entitled to receive the redemption amount for each such share, as defined in Paragraph 9 hereof together with all dividends, if any, accrued and declared thereon up to the date of distribution before any amount shall be paid or any property or assets of the Corporation distributed to the holders of Common shares or shares of any other class ranking junior to the Class B Preference shares. After payment to the holders of the Class B Preference shares of the amount so payable to them, the holders of the Class B Preference shares shall not be entitled to share in any further distribution of the property or assets of the Corporation.

5. A holder of Class A and/or Class B Preference shares shall be entitled to require the Corporation to redeem at any time or times all or and of the Class A Preference shares and/or Class B Preference shares, as the case may be, registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Class A Preference shares and/or the Class B Preference shares, as the case may be, which registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A Preference shares and/or Class B Preference shares, as the case may be, represented by such certificate redeemed by the Corporation and (ii) the business day (the "redemption date" which shall be not less than 30 days after the day on which the request in writing is given to the Corporation) on which the holder desires to have the Corporation redeem such Class A Preference shares and/or Class B Preference shares, as the case may be, and upon such a request the Corporation shall on the redemption date redeem such Class A Preference shares and/or Class B Preference shares, as the case may be, by paying to such registered holder the redemption amount for each such Class A Preference share and/or Class B Preference share, as the case may be, as such redemption amounts are defined in Paragraphs 8 and 9 hereof plus all declared and unpaid dividends thereon. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The Class A Preference shares and/or the Class B Preference shares, as the case may be, shall be redeemed on the redemption date and from and after the redemption date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class A Preference shares and/or Class B Preference shares, as the case may be, in respect thereof unless payment of the redemption price is not made in full on the redemption date, in which event the rights of the holders of the Class A Preference shares and/or Class B Preference shares, as the case may be, shall remain unaffected.
6. The Corporation may, at any time or times, purchase (if obtainable) for restoration all or any part of the Class A Preference shares and/or Class B Preference shares outstanding from any of the holders thereof by an invitation for tenders, addressed to all such holders, at the lowest price or prices at which, in the opinion of the directors, such shares are, obtainable but not exceeding in the case of the Class A Preference shares, the redemption amount per Class A Preference share as defined in Paragraph 8 hereof together with all dividends declared thereon and unpaid, and in the case of the Class B Preference shares, the redemption amount per Class B Preference share as defined in Paragraph 9 hereof together with all dividends declared thereon and unpaid. If, upon any invitation for

tenders under the provisions of this clause, the Corporation shall receive tenders of the Class A Preference shares and/or Class B Preference shares, and the case may be, at the same lowest price which the Corporation is willing to pay in an aggregate number greater than the number for which the Corporation is prepared to accept tenders, the Class A Preference shares and/or Class B Preference shares so tendered, as the case may be, which the Corporation determines to purchase at such price, shall be purchased as nearly as may be pro rata (disregarding fractions) in proportion to the number of Class A Preference share and/or Class B Preference shares so tendered, as the case may be, by each of the holders thereof who submitted tenders at the said same lowest price.

7. The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the outstanding Class A Preference shares and/or Class B Preference shares on payment for each share to be redeemed of the redemption amount for each such Class A Preference share and/or Class B Preference share, as the case may be, as such redemption amounts are defined in Paragraphs 8 and 9 hereof together with, in the case of the Class A Preference shares all dividends, if any, accrued and declared thereon, up to the date fixed for redemption, and in the case of the Class B Preference shares, all dividends (if any) accrued and declared thereon up to the date fixed for redemption and then remaining unpaid. Such notice of redemption shall be mailed at least fifteen (15) days before the date specified for redemption to each registered holder thereof, provided, however, that accidental failure or omission to give such notice to any holder shall not affect the validity of such redemption. Such notice shall set out the redemption price, the date on which redemption is to take place and the amount of Class A Preference shares and/or Class B Preference shares, as the case may be, being so redeemed; on the date specified for redemption, the Corporation shall pay to or the order of registered holders of the Class A Preference shares and/or Class B Preference shares, as the case may be, the redemption price thereof on presentation and surrender at the head office of the Corporation or at any other place within Canada designated in such notice of the certificates representing the Class A Preference shares and/or Class B Preference shares, as the case may be, so called for redemption. If a part only of the Class A Preference shares and/or Class B Preference shares, as the case may be, represented by any certificate shall be redeemed, a new certificate for the balance shall be issued by the Corporation. From and after the date specified for redemption, the Class A Preference shares and/or Class B Preference shares, as the case may be, called for redemption shall cease to be entitled to dividends. If any holders have not surrendered their certificates in connection with such redemption, the Corporation may pay the redemption price to a special account in any chartered bank of Canada named in the notice to be held in such bank without interest to or to the order of the holders of Class A Preference shares and/or Class B Preference shares, as the case may be, called for redemption upon presentation and surrender to such bank of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class A Preference shares and/or Class B Preference shares, as the case may be, in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof, after such deposit or redemption date, as the case may be, shall be limited to receiving, without interest, their proportionate part of the total redemption price so deposited against presentation and surrender of the certificates held by them respectively. Any interest allotted on any such deposit shall belong to the Corporation.

8. The redemption amount for each Class A Preference share to be issued by the Corporation from time to time shall be that amount which is determined by resolution of the Board of Directors of the Corporation as the fair market value of the consideration received by the Corporation for the issuance of that share, and where more than one Class A Preference share is issued at the same time the redemption amount of each Class A Preference share so issued shall be calculated by dividing the fair market value of the consideration received by the Corporation for the issuance of all such shares pro rata amongst all Class A Preference shares so issued.
9. The redemption amount for each Class B Preference share to be issued by the Corporation from time to time shall be that amount which is determined by resolution of the Board of Directors of the Corporation as the fair market value of the consideration received by the Corporation for the issuance of that share, and where more than one Class B Preference share is issued at the same time the redemption amount of each Class B Preference share so issued shall be calculated by dividing the fair market value of the consideration received by the Corporation for the issuance of all such shares pro rata amongst all Class B Preference shares so issued.

10. Voting Rights:

- (a) The holders of the Class A Preference shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and shall have one vote each share held;
- (b) The holders of the Class B Preference shares shall not be entitled to receive notice of or attend any meetings of the shareholders of the Corporation and shall not be entitled to any vote at any such meeting, except that such holders shall be entitled to receive notice of and to attend meetings and have one vote for each share in respect of any motion affecting any rights, conditions or limitations of Class B Preference shares;
- (c) The holders of the Class I Common shares as such shall be entitled to receive notice of or attend any meeting of the shareholders of the Corporation and shall have one vote for each share held;
- (d) The holders of the Class II Common shares as such shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to any vote at any such meeting;
- (e) The Class I Common and the Class II Common shares shall rank on a parity with each other in all respects except for voting rights as hereinbefore provided.