

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT6432894

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/30/2020
CONVEYING PARTY DATA	
Name	Execution Date
BASIC FUN, LTD.	10/30/2020
RECEIVING PARTY DATA	
Name:	BASIC FUN CANADA HOLDINGS, INC.
Street Address:	66 WELLINGTON STREET WEST, SUITE 4100
City:	TORONTO, ONTARIO
State/Country:	CANADA
Postal Code:	M5K1B7
PROPERTY NUMBERS Total: 7	
Property Type	Number
Patent Number:	8419208
Patent Number:	9724616
Patent Number:	8540548
Patent Number:	6749482
Patent Number:	D647427
Patent Number:	D762796
Patent Number:	D645786
CORRESPONDENCE DATA	
Fax Number:	(303)583-8224
<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:	303-583-8269
Email:	jpranckun@polsinelli.com,jolsen@polsinelli.com
Correspondent Name:	JOSHUA PRANCKUN/POLSINELLI PC
Address Line 1:	1401 LAWRENCE STREET, SUITE 2300
Address Line 4:	DENVER, COLORADO 80202
NAME OF SUBMITTER:	JOSHUA PRANCKUN
SIGNATURE:	/JOSHUA PRANCKUN/
DATE SIGNED:	12/04/2020

Total Attachments: 6

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Ontario
CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

5040800

OCTOBER 3 0 OCTOBRE, 2020

Sarah A. Smith

(17)

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

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):

B	A	S	I	C		F	U	N		C	A	N	A	D	A		H	O	L	D	I	N	G	S	,		I	N	C

2. The address of the registered office is:

Adresse du siège social:

66 Wellington Street West, Suite 4100

(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)

Toronto

(Name of Municipality or Post Office)

(Nom de la municipalité ou du bureau de poste)

ONTARIO M5K1B7

(Postal Code /Code postal)

3. Number of directors is:

Nombre d'administrateurs:

Fixed number

Nombre fixe

OR
OU

minimum and maximum
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'
Résident canadien
Oui/Non

Mike Swartz

Suite 2112, 301 Yamato Road
Boca Raton, FL 33431

No

Jay Foreman

Suite 2112, 301 Yamato Road
Boca Raton, FL 33431

No

John MacDonald

PH6, 2010 Islington Avenue
Toronto, ON M9P 3S8

Yes

Steven Littman

Suite 2112, 301 Yamato Road
Boca Raton, FL 33431

No

- Method of amalgamation,, check A or B
 5. Méthode choisie pour la fusion - Cocher A ou B

A – Amalgamation Agreement / Covention 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 mere 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
BASIC FUN CANADA HOLDINGS, INC.

and are more particularly set out in these articles.
 et sont énoncés 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
Basic Fun Canada Holdings, Inc.	2586704	2020	10	30
Basic Fun, Ltd.	1971379	2020	10	30

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.

None

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 :

An unlimited number of one class of shares designated as 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 :

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

- (a) Dividends. Subject to the provisions of the Business Corporations Act (Ontario) (the "Act") and the rights of the holders of any class of shares entitled to receive dividends in priority to the common shares, the holders of the common 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 common shares, the board of directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares 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 a distribution in priority to 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 any meeting of shareholders of the Corporation, other than meetings of the holders of another class or series of shares, at which meeting each holder shall be entitled to one (1) vote for each common shares held.

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 :

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

- (a) the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; or
- (b) the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution.

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

(a) The number of security holders that beneficially own, directly or indirectly, securities of the Corporation, other than non-convertible debt securities, is limited to 50, not including employees or former employees of the Corporation or its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.

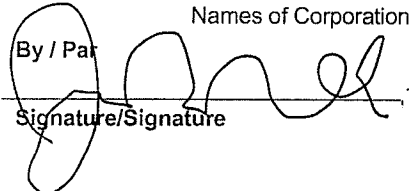
(b) The securities of the Corporation, other than non-convertible debt securities, may be distributed only to persons described in Section 2.4 of National Instrument 45-106 - Prospectus Exemptions, as promulgated by the Canadian Securities Administrators, as the same may be amended, replaced or substituted for from time to time.

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.

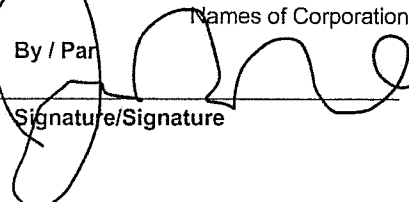
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names and **original signature** of a director or authorized officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and descriptions 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 denomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : president, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société..**

BASIC FUN CANADA HOLDINGS, INC.

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

BASIC FUN, LTD.

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

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

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By / Par		
Signature/Signature		
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Signature/Signature		
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction