

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM428779

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Certificate of Amalgamation
<b>SEQUENCE:</b>	2

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GSC Technologies Inc.		04/06/2017	Corporation: QUEBEC
Swiss Cargo Industries Inc.		04/06/2017	Corporation: QUEBEC
Future Beach Leisure Products Inc.		04/06/2017	Corporation: QUEBEC
9102-4083 Quebec		04/06/2017	Corporation: QUEBEC

## RECEIVING PARTY DATA

<b>Name:</b>	GSC Technologies Inc.
<b>Street Address:</b>	160 Vanier Street
<b>City:</b>	St. Jean, Quebec
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	J3B 3R4
<b>Entity Type:</b>	Corporation: QUEBEC

## PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	4481329	SWISS CARGO
Registration Number:	4481330	SWISS CARGO
Registration Number:	4183696	SWISS CARGO
Registration Number:	4183695	SWISS CARGO
Registration Number:	4099613	SWISS CARGO
Registration Number:	4099606	SWISS CARGO
Registration Number:	4272476	SWISS SPORTS
Registration Number:	4275999	SWISS SPORT
Registration Number:	3610033	SWISS CARGO
Registration Number:	3610017	SWISS CARGO
Registration Number:	4515031	AMERICAN VIRTUE
Registration Number:	4261803	DREAMWEAVER
Registration Number:	3748385	EASY RIDER
Registration Number:	3748383	EASY RIDER
Registration Number:	2899679	ENDURO

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	87300845	ENDURO PALMA
Serial Number:	87300883	ENDURO CAPRISA
Registration Number:	3978461	EQUINOX
Registration Number:	3509512	EQUINOX
Serial Number:	87342539	EQUINOX
Registration Number:	3866072	FOLD-N-ROLL
Registration Number:	2559166	FUTURE BEACH
Registration Number:	4469746	GSC
Registration Number:	2490862	HERITAGE
Registration Number:	4102519	ICUSHION
Serial Number:	87342554	MOLDED WEAVE TECHNOLOGY
Serial Number:	87373625	MW MOLDED WEAVE TECHNOLOGY
Registration Number:	4030315	MOVE MASTER
Registration Number:	4143509	ORGANIZE-IT!
Registration Number:	4143508	ORGANIZE-IT!
Registration Number:	4515005	PATRIOT
Serial Number:	87223944	PATRIOT
Registration Number:	3350334	PENGUIN
Registration Number:	3350235	PENGUIN
Registration Number:	4261802	PERFECTION
Registration Number:	3825511	RAMTUFF
Registration Number:	3911434	STORAGE IDEAS
Registration Number:	3900972	STORAGE IDEAS
Registration Number:	3304826	TURBO PADDLER
Serial Number:	87342543	VECTOR
Serial Number:	87354776	VECTOR
Registration Number:	4432453	VIPER
Serial Number:	87348636	X

**CORRESPONDENCE DATA**

Fax Number: 3128622200

*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: 312-862-6371

Email: renee.prescan@kirkland.com

Correspondent Name: Renee Prescan

Address Line 1: 300 North LaSalle Street

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60654

<b>NAME OF SUBMITTER:</b>	Renee M. Prescan
<b>SIGNATURE:</b>	/Renee M. Prescan/
<b>DATE SIGNED:</b>	05/24/2017

**Total Attachments: 15**

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# Certificate of Amalgamation

## Business Corporations Act (CQLR c S-31.1)

I hereby attest that the business corporations mentioned in the Articles of Amalgamation have amalgamated pursuant to the Business Corporations Act on April 6, 2017 into a single corporation under the name

Technologies GSC Inc.

and its version

GSC Technologies inc.

Deposited in the register on April 7, 2017  
under Québec Enterprise No. 1172683196.

[Seal of the Enterprise Registrar  
Québec]

[signed]  
Enterprise Registrar

[Seal of the Enterprise Registrar  
Québec]  
[signed]  
Enterprise Registrar

Enterprise Registrar

INTERNAL COPY FOR CLIENTS ONLY



I hereby certify that the above is a faithful and accurate translation of the original document in French, presented to me this Friday, May 19, 2017.

*Betty I. Howell*  
Betty Howell, Certified Translator  
OTTIAQ Certificate No. 777  
ATA Certificate # 1483

TRADEMARK

REEL: 006069 FRAME: 0288

Articles of Amalgamation

Check appropriate box  Long-form amalgamation  Short-form amalgamation

For short-form Articles  
of Amalgamation only  
Québec Enterprise Number  
NEQ 11

Business Corporations Act, CQRL C 5-31.1

1. Name of the corporation

TECHNOLOGIES GSC INC.

Version(s) of the name of the corporation in a language other than French, if any  
GSC TECHNOLOGIES INC.

Numeric designation instead of name

2. Share capital

See attached schedule A

3. Manner of conversion and payment of shares of the amalgamating corporations, if appropriate

See attached schedule A-1

4. Restrictions on the transfer of instruments or shares

See attached schedule B

5. Number of directors

Fixed number	or	Minimum number	1
		Maximum number	10

Sign and return this form accompanied by the required Documents and payment. Do not fax.

Revenue Québec



I hereby certify that the above is a faithful and accurate translation of the original document in French, presented to me this Friday, May 19, 2017.

*Betty Howell*  
Betty Howell, Certified Translatory  
OTTIAQ Certificate No. 777  
ATA Certificate # 1483

6. Limits imposed on activities, if any  
None

7. Other provisions, if any  
See attached schedule C

8. Date and time to attribute to certificate, if appropriate

Date

Time:

9. Amalgamating companies

Name of corporation	Québec Enterprise No. (NEQ)	Name of authorized director or officer	Signature of authorized director or officer
Technologies GSC Inc./GSC Technologies Inc.	1146375952	ROBERT FARBER	X [SIGNED]
Industries Swiss Cargo Inc./Swiss Cargo Industries Inc.	1165337651	ROBERT FARBER	X [SIGNED]
Produits Récréatifs Future Beach Inc./Future Beach Leisure Products Inc.	1164364201	ROBERT FARBER	X [SIGNED]
9102-4083 Québec	1149950397	JASON FARBER	X [SIGNED]

If more space is needed, add a schedule, indicate the section and number the pages, if any.

1010 22 49486468



I hereby certify that the above is a faithful and accurate translation of the original document in French, presented to me this Friday, May 19, 2017.

*Betty Howell*  
Betty Howell, Certified Translator  
OPTIAQ Certificate No. 777  
ATA Certificate # 1483

**Declaration with respect to name**

Name of the corporation: Technologies GSC Inc./GSC Technologies Inc.

I, the undersigned Robert Farber

declare that reasonable means have been taken to ensure that the name chosen is in compliance with the law, and that I am the person authorized to sign this declaration.

[signed]

Signature of the person authorized (one of the signatories of the articles of amalgamation)

 10TE 22 49488469

I hereby certify that the above is a faithful and accurate translation of the original document in French, presented to me this Friday, May 19, 2017.

  
Betty Howell, Certified Translator  
OTTIAQ Certificate No. 777  
ATA Certificate # 1483



# Certificat de fusion

Loi sur les sociétés par actions (RLRQ, chapitre S-31.1)


J'atteste que les sociétés mentionnées dans les statuts de fusion ont fusionné en vertu de la Loi sur les sociétés par actions le 06 avril 2017 en une seule société par actions sous le nom

Technologies GSC Inc.

et sa version

GSC Technologies Inc.

Déposé au registre le 7 avril 2017 sous le numéro d'entreprise du Québec 1172683196.

  
Registraire des entreprises





## Statuts de fusion

Pour les statuts de fusion simplifiée  
seulement.

Cochez la case appropriée



Fusion ordinaire



Fusion simplifiée

Numéro d'entreprise du Québec

NEQ 1 1

Loi sur les sociétés par actions, L.R.Q., c. 5-31.1

1 Nom de la société par actions

Technologies GSC Inc.

Version(s) du nom de la société dans une autre langue que le français, s'il y a lieu

GSC Technologies Inc.

Désignation numérique pour tenir lieu d'un nom

2 Capital-actions

See attached schedule A.

3 Modalités de conversion et de paiement des actions des sociétés fusionnantes, s'il y a lieu

See attached schedule A-1.

4 Restrictions sur le transfert des titres ou des actions, s'il y a lieu

See attached schedule B.

5 Nombre d'administrateurs

Nombre fixe ..... ou Nombre minimal 1

Nombre maximal 10

Signez et retournez ce formulaire accompagné des documents exigés  
et du paiement requis. Ne pas télécopier.

Réservé à l'administration



10TC ZZ 49488467

Revenu Québec

6 Limites imposées aux activités, s'il y a lieu

None

7 Autres dispositions, s'il y a lieu

See attached schedule C.

8 Date et heure à attribuer au certificat, s'il y a lieu

Date

Heure  heures  minutes

9 Sociétés fusionnantes

Nom de la société	Numéro d'entreprise du Québec (NEQ)	Nom de l'administrateur ou du dirigeant autorisé	Signature de l'administrateur ou du dirigeant autorisé
Technologies GSC Inc. / GSC Technologies Inc.	11146375952	ROBERT FARBER	x
Industries Swiss Cargo Inc. / Swiss Cargo Industries Inc.	11165337651	ROBERT FARBER	x
Produits Récréatifs Future Beach Inc. / Future Beach Leisure Products Inc.	11164364201	ROBERT FARBER	x
9102-4083 Québec Inc.	11149950397	JASON FARBER	x
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Si l'espace prévu est insuffisant, joignez une annexe, indiquez la section et numérotez les pages, s'il y a lieu.

10TD ZZ 49488468

## Déclaration relative au nom

Nom de la société par actions : Technologies GSC Inc. / GSC Technologies Inc.

Je, soussigné(e), Robert Farber,  
Prénom et nom de famille de la personne autorisée (un des signataires des statuts de fusion)

déclare que des moyens raisonnables ont été pris afin de s'assurer que le nom choisi est conforme à la loi, et que je suis la personne autorisée à signer la présente déclaration.

x   
Signature de la personne autorisée (un des signataires des statuts de fusion)



10TE Z2 49488469

## SCHEDULE A

### Description du capital-actions

Unlimited number of common shares, without par value; and  
Unlimited number of preferred shares, without par value.

- I. The common shares shall have attached thereto the following rights and restrictions:
- (a) *Voting.* Each common share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the *Business Corporations Act* (Quebec) (hereinafter referred to as the "Act").
  - (b) *Dividends.* The holders of the common shares shall be entitled to receive, as and when declared by the board of directors, subject to the rights and restrictions attaching to the preferred shares, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation.
  - (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights and restrictions attaching to the preferred shares, the holders of the common shares shall be entitled to receive the remaining property of the Corporation.
- II. The preferred shares shall have attached thereto the following rights and restrictions:
- (a) *Non-Voting.* Subject to the provisions of the Act or as otherwise provided herein, the holders of the preferred shares shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Corporation.
  - (b) *Dividends.* The holders of the preferred shares shall be entitled to receive during each month, as and when declared by the board of directors, but always in preference and priority to any payment of dividends on the common shares, non-cumulative dividends at a fixed rate of one third of one per cent (1/3 of 1%) per month calculated on the Preferred Redemption Price (as hereinafter defined in paragraph II. (h)) of each such share, payable in money, property or by the issue of fully paid shares of any class of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation. The holders of the preferred shares shall not be entitled to any dividend in excess of the dividend hereinbefore provided for.
  - (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the preferred shares shall be entitled to receive for each preferred share, in preference

and priority to any distribution of the property of the Corporation to the holders of the common shares or to any other shares ranking junior to the preferred shares, an amount equal to the Preferred Redemption Price plus all declared and unpaid dividends thereon, but shall not be entitled to share any further in the distribution of the property of the Corporation.

- (d) *Redemption by Corporation.* The Corporation may, in the manner hereinafter provided, redeem at any time all, or from time to time any part, of the outstanding preferred shares on payment for each preferred share to be redeemed of the Preferred Redemption Price plus all declared and unpaid dividends thereon (in paragraphs II (e), (f) and (g) called the "Redemption Price").
- (e) *Procedure on Redemption.* Before redeeming any preferred shares, the Corporation shall mail or deliver or otherwise send electronically pursuant to the Act to each person who, at the date of such mailing or delivery, shall be a registered holder of preferred shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder. Such notice shall be delivered to, or 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 address of such holder known to the Corporation, at least one (1) day before the date specified for redemption. Such notice shall set out the Redemption Price, the date on which the redemption is to take place and, if part only of the preferred 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 in full or cause to be paid in full the Redemption Price to the registered holders of the preferred shares to be redeemed upon presentation and surrender of the certificates for the preferred shares so called for redemption at the head office of the Corporation or at such other place or places as may be specified in such notice, and the certificates for such preferred shares shall thereupon be cancelled, and the preferred shares represented thereby shall thereupon be redeemed. From and after the date specified for redemption in such notice, the holders of the preferred shares called for redemption shall cease to be entitled to dividends in respect of such shares and shall not be entitled to exercise any of the rights of the holders thereof, except the right 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 unaffected. On or before the date specified for redemption, the Corporation shall have the right to deposit the Redemption Price of the preferred shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption, to be paid, without interest, to or to the order of the respective holders of such preferred shares called for redemption, upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, whichever is later, the preferred shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed and the rights of the respective holders thereof, after such deposit or after such redemption date, as the case may be, shall be limited to receiving, out of the moneys so deposited, without interest, the Redemption Price applicable to their respective preferred shares against presentation

and surrender of the certificates representing such preferred shares. If less than all of the preferred shares are to be redeemed, the shares to be redeemed shall be redeemed *pro rata*, disregarding fractions, unless the holders of the preferred shares unanimously agree to the adoption of another method of selection of the preferred shares to be redeemed. If less than all of the preferred shares represented by any certificate be redeemed, a new certificate for the balance shall be issued.

The redemption of the preferred shares by the Corporation entails the cancellation of such shares.

- (f) *Redemption by Holder.* A holder of preferred shares shall be entitled to require the Corporation to redeem at any time all, or from time to time any part, of the preferred shares registered in the name of such holder by tendering to the Corporation at its head office the share certificate(s) representing the preferred shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying (i) the number of preferred shares which the registered holder desires to have redeemed by the Corporation and (ii) the business day (in this paragraph, referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such preferred shares, which Redemption Date shall not be less than five (5) days after the day on which the request in writing is received by the Corporation. Upon receipt of the share certificate(s) representing the preferred shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on or, at its option, before the Redemption Date redeem such preferred shares by paying to the registered holder thereof, for each share to be redeemed, an amount equal to the Redemption Price in respect thereof. Such payment shall be made by cheque payable at any branch of the Corporation's bankers for the time being in Canada. The said preferred shares shall be deemed to be redeemed on the Redemption Date and, from and after such date, such preferred shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of the holders of the preferred shares in respect thereof. If the Corporation is not able to pay the Redemption Price in full, the holder of the preferred shares shall become a creditor of the Corporation and is entitled to be paid as soon as the Corporation may legally do so. The Corporation must provide an evidence of indebtedness to the holder of the preferred shares.

If less than all of the preferred shares represented by any certificate be redeemed, a new certificate for the balance shall be issued.

The redemption of the preferred shares by the Corporation entails the cancellation of such shares.

- (g) *Purchase for Cancellation.* The Corporation may purchase for cancellation at any time all, or from time to time any part, of the preferred shares outstanding, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the Redemption Price thereof.

Unless all of the holders of the issued and outstanding shares of the Corporation consent, whether or not their shares carry voting rights, the Corporation must, within

30 days after acquiring by agreement any of its issued shares, notify its shareholders (i) of the number of shares it has acquired, (ii) of the names of the shareholders from whom it has acquired the shares, (iii) if the consideration was not in money, of the nature of the consideration given and the value attributed to it and (iv) of the balance, if any, remaining due to shareholders from whom it acquired the shares. A shareholder is entitled on request and without charge to a copy of the agreement under which the Corporation has agreed to acquire, or has acquired, any of its own shares.

If less than all of the preferred shares represented by any certificate be purchased for cancellation, a new certificate for the balance shall be issued.

The purchase for cancellation of the preferred shares by the Corporation entails the cancellation of such shares.

- (h) *Preferred Redemption Price.* For the purposes of the foregoing paragraphs II (b), (c) and (d), the "Preferred Redemption Price" of each preferred share shall be an amount equal to (i) \$1.00; less (ii) all amounts paid in respect of such share on account of reductions of issued and paid-up share capital.
  
- (i) *No Change.* No change to any of the provisions of paragraphs II (a) to (h) or of this paragraph (i) shall have any force or effect until it has been approved by a majority of not less than two thirds (2/3) of the votes cast by the holders of the preferred shares, voting separately as a class at a meeting of such holders specially called for that purpose, or by a resolution in writing signed by all the holders of the preferred shares, in addition to any other approval required by the Act.

## SCHEDULE A-1

### Modalités de conversion et de paiement des actions des sociétés fusionnantes

- (a) the 100 issued and outstanding Class "A" common shares of Future Beach Leisure Products Inc. ("Future Beach") will be converted into 308,669 common shares of the Corporation on the basis of 100 Class "A" common shares of Future Beach for 308,669 common shares of the Corporation;
- (b) the 23,000,000.01 issued and outstanding Class "T" preferred shares of Future Beach will be converted into 23,000,000.01 preferred shares of the Corporation on the basis of 23,000,000.01 Class "T" preferred shares of Future Beach for 23,000,000.01 preferred shares of the Corporation;
- (c) the 100 issued and outstanding Class "A" common shares of Swiss Cargo Industries Inc. ("Swiss Cargo") will be converted into 1 common share of the Corporation on the basis of 100 Class "A" common shares of Swiss Cargo for 1 common share of the Corporation;
- (d) the 100 issued and outstanding Class "A" common shares of GSC Technologies Inc. ("GSC") will be converted into 641,331.896 common shares of the Corporation on the basis of 100 Class "A" common shares of GSC for 641,331.896 common shares of the Corporation;
- (e) the 100,000 issued and outstanding Class "D" preferred shares of GSC will be converted into 49,998.104 common shares of the Corporation on the basis of 100,000 Class "D" preferred shares of GSC for 49,998.104 common shares of the Corporation;
- (f) the 29,000,000 issued and outstanding Class "A" preferred shares of GSC will be converted into 29,000,000 preferred shares of the Corporation on the basis of 29,000,000 Class "A" preferred shares of GSC for 29,000,000 preferred shares of the Corporation; and
- (g) the 100 issued and outstanding Class "A" common shares of 9102-4083 Québec Inc. ("9102-4083") will be converted into 1 common share of the Corporation on the basis of 100 Class "A" common shares of 9102-4083 for 1 common share of the Corporation.



## SCHEDULE B

### Restrictions sur le transfert des titres ou des actions

1. Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation set out below are complied with.
2. Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:
  - a) such transfer is approved by the directors or shareholders as evidenced by a resolution of the directors or shareholders, as the case may be; or
  - b) in the case of securities which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions are complied with.

## SCHEDULE C

### Autres dispositions

1. Annual meetings and special meetings of the shareholders of the Corporation may be held outside the Province of Quebec.
2. The directors of a Corporation that is a reporting issuer or that has 50 or more shareholders may appoint one or more additional directors who shall hold office for a term expiring no 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.