

Certificate of Amalgamation

Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

PARK LAWN CORPORATION

Corporation Name / Dénomination sociale

1000062770

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

January 01, 2022 / 01 janvier 2022

Barbara Duckitt

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete
without the Articles of Amalgamation

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

Barbara Duckitt

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne
contient pas les statuts de fusion

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

Barbara Duckitt

Directeur ou registrateur



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name

PARK LAWN CORPORATION

2. Registered Office Address

2 St. Clair Avenue West, Suite 1300, Toronto, Ontario, Canada, M4V 1L5

3. Number of Directors

Minimum/Maximum

Min 3 / Max 10

4. The director(s) is/are:

Full Name

Marilyn Anne BROPHY

Resident Canadian

Yes

Address for Service

[Redacted]

Full Name

Jay DODDS

Resident Canadian

No

Address for Service

[Redacted]

Full Name

Amy Leanne FREEDMAN

Resident Canadian

Yes

Address for Service

[Redacted]

Full Name

J. Bradley GREEN

Resident Canadian

No

Address for Service

[Redacted]

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Director/Registrar, Ministry of Government and Consumer Services

Full Name
Resident Canadian
Address for Service

Deborah ROBINSON
Yes

[Redacted]

Full Name
Resident Canadian
Address for Service

Steven SCOTT
Yes

[Redacted]

Full Name
Resident Canadian
Address for Service

Paul G. SMITH
Yes

[Redacted]

Full Name
Resident Canadian
Address for Service

John WARD
Yes

[Redacted]

5. Method of Amalgamation

B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

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.

[Redacted]

[Redacted]

[Redacted]

[Redacted]

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
PARK LAWN CORPORATION	5027633	December 17, 2021
2696470 ONTARIO INC.	2696470	December 20, 2021

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

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:

The Corporation is authorized to issue an unlimited number of shares of one class 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. If there is only one class of shares, enter "Not Applicable":

Not Applicable.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

None.

10. Other provisions:

None.

The articles have been properly executed by the required person(s).

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

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Certified a true copy of the record of the Ministry of Government and Consumer Services.

Barbara Duckitt
Director/Registrar, Ministry of Government and Consumer Services

Supporting Document - Schedule "B"

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

Barbara Duckitt

Director/Registrar, Ministry of Government and Consumer Services

SCHEDULE "A"

OFFICERS' STATEMENT

This statement is made in accordance with the provisions of subsection 178(2) of the *Business Corporations Act* (Ontario) with respect to the amalgamation of Park Lawn Corporation and 2696470 Ontario Inc. (each, an "**Amalgamating Corporation**") to continue as "Park Lawn Corporation" ("**Amalco**").

I, Daniel Millett, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am an officer of each Amalgamating Corporation and as such have knowledge of the matters herein.
2. There are reasonable grounds for believing that on the effective date of the amalgamation:
 - (a) each of the Amalgamating Corporations is and Amalco will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of Amalco will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. Each Amalgamating Corporation has not been notified by any creditor that it objects to the amalgamation.

This statement is made this December 20, 2021.

Original signed by Daniel Millett

DANIEL MILLETT

SCHEDULE "B-1"

PARK LAWN CORPORATION

CERTIFICATE

I, Daniel Millett, Chief Financial Officer of Park Lawn Corporation (the "**Corporation**"), hereby certify for and on behalf of the Corporation and not in my personal capacity, and without personal liability, that attached to this certificate as Schedule "A" is a true and accurate copy of a resolution duly passed by the board of directors of the Corporation (the "**Board**") at a meeting of the Board held on December 17, 2021, and that such resolution remains in full force and effect unamended at the date hereof.

DATED as of the 20th day of December, 2021.

Original signed by Daniel Millett

Daniel Millett
Chief Financial Officer
Park Lawn Corporation

SCHEDULE "A"

**RESOLUTIONS OF THE DIRECTORS
OF
PARK LAWN CORPORATION
(the "Corporation")**

WHEREAS the Corporation is the parent of 2696470 Ontario Inc. (the "**Subsidiary**") and it is desirable that the Corporation and the Subsidiary amalgamate pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**") and continue as one corporation, effective January 1, 2022 (the "**Amalgamation Effective Date**").

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and the Subsidiary effective as of the Amalgamation Effective Date and their continuance as "Park Lawn Corporation" (the "**Amalgamated Corporation**") pursuant to subsection 177(1) of the Act is approved.
2. Upon the issuance of the Certificate of Amalgamation, all of the shares in the capital of the Subsidiary shall be cancelled without any repayment of capital in respect of such shares.
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any one director or officer of the Corporation is hereby authorized and directed to execute, deliver and file, prior to the Amalgamation Effective Date, articles of amalgamation specifying January 1, 2022 as the effective date of the amalgamation, deliver all such certificates, instruments or other documents and to perform such acts and take such steps as in the opinion of such person(s) may be necessary or desirable for the purposes of giving full force and effect to the foregoing resolutions.

SCHEDULE "B-2"

2696470 ONTARIO INC.

DIRECTORS' RESOLUTIONS

The undersigned, being all of the directors of 2696470 Ontario Inc. (the "**Corporation**"), sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "**Act**"):

AMALGAMATION

WHEREAS the Corporation is a wholly-owned subsidiary of Park Lawn Corporation (the "**Parent**") and it is desirable that the Corporation and the Parent amalgamate pursuant to subsection 177(1) of the Act and continue as one corporation, effective January 1, 2022 (the "**Amalgamation Effective Date**").

RESOLVED THAT:

1. The amalgamation of the Corporation and the Parent effective as of the Amalgamation Effective Date and their continuance as "Park Lawn Corporation" (the "**Amalgamated Corporation**") pursuant to subsection 177(1) of the Act is approved.
2. Upon the issuance of the Certificate of Amalgamation, all the shares in the capital of the Corporation shall be cancelled without any repayment of capital in respect of such shares.
3. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Parent.
4. Except as prescribed, the Articles of Amalgamation of the Amalgamated Corporation shall be the same as the Articles of the Parent.
5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any one director or officer of the Corporation is authorized and directed to execute and file, prior to the Amalgamation Effective Date, articles of amalgamation specifying January 1, 2022 as the effective date of the amalgamation, and to do other all acts and things and execute and deliver all such other instruments and documents as he or she may, in his or her discretion, consider necessary or desirable to carry out and give effect to the foregoing.

[Signature page follows]

The delivery of an executed copy of these resolutions in counterparts, by facsimile or by electronic transmission shall be deemed to be the equivalent of the delivery of an original executed copy thereof and the counterparts together shall constitute one and the same document.

DATED December 20, 2021.

Original signed by J. Bradley Green

J. BRADLEY GREEN

Original signed by Daniel Millett

DANIEL MILLETT