

05-03-2001

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Patent and Trademark Office  
BNGI/TM-105, 106US



101699733

Evergreen Bancorp, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: December 31, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

2. Name and address of receiving party(ies):

Name: Banknorth Group, Inc.

Internal Address: \_\_\_\_\_

Street Address: 300 Financial Plaza

City Burlington State VT ZIP 05401

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s) 899,162/  
1,661,920

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Teresa C. Tucker

HAYES, SOLOWAY, HENNESSEY, GROSSMAN & HAGE  
Internal Address: \_\_\_\_\_

Street Address: 175 Canal Street

City: Manchester State: NH ZIP 03101

6. Total number of applications and registrations involved:  2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 08-1391

(Attach duplicate copy of this page if paying by deposit account)

05/02/2001 DBYRNE 00000049 1099162

01 FC:481 40.00 OP  
02 FC:482 25.00 OP

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9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Teresa C. Tucker

Name of Person Signing

Signature

April 17, 2001

Date

Total number of pages comprising cover sheet:

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TRADEMARK

REEL: 002285 FRAME: 0565

CERTIFICATE OF MERGER

OF

EVERGREEN BANCORP, INC.

(a Delaware corporation)

WITH AND INTO

BANKNORTH GROUP, INC.

(a Delaware corporation)

Pursuant to Section 251 of the General  
Corporation Law of the State of Delaware

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, Banknorth Group, Inc., a Delaware corporation ("Banknorth") hereby states as follows with respect to the merger of Evergreen Bancorp, Inc., a Delaware corporation ("Evergreen") with and into Banknorth with Banknorth continuing as the surviving corporation (the "Merger"):

FIRST: The names and states of incorporation of each of the constituent corporations of the Merger are as follows:

<u>NAME</u>	<u>JURISDICTION OF INCORPORATION</u>
Banknorth Group, Inc.	Delaware
Evergreen Bancorp, Inc.	Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") between Banknorth and Evergreen has been approved, adopted, certified, executed and acknowledged by Banknorth and Evergreen in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: Banknorth is the surviving corporation.

FOURTH: The Certificate of Incorporation of Banknorth shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.


FIFTH: The executed Merger Agreement is on file at 300 Financial Plaza, Burlington, Vermont, 05401, the principal place of business of the surviving corporation.

SIXTH: A copy of the Merger Agreement will be furnished on request and without cost by the surviving corporation to any stockholder of either constituent corporation.

IN TESTIMONY WHEREOF, Banknorth has caused this Certificate of Merger to be signed by a duly authorized officer this 31st day of December, 1998.

BANKNORTH GROUP, INC.

By:

  
\_\_\_\_\_  
William H. Chadwick, President and  
Chief Executive Officer

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