

06-15-2001

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

USBANCORP, Inc.
216 Franklin Street
Johnstown, PA 15901

6-11-01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- Other _____

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: April 24, 2001

2. Name and address of receiving party(ies)

Name: AmeriServ Financial, Inc.

Internal
Address: _____

Street Address: 216 Franklin Street

City: Johnstown State: PA Zip: 15901

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Pennsylvania
- Other _____

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

SEE ATTACHED SCHEDULE 1

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE 2

Additional number(s) attached Yes No

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

Name: DAVID V. RADACK, ESQUIRE

Internal Address: Eckert Seamans

Cherin & Mellott, LLC

Street Address: 600 Grant Street, 44th Floor

City: Pittsburgh State: PA Zip: 15219

6. Total number of applications and registrations involved: _____

33

7. Total fee (37 CFR 3.41).....\$840.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

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.

DAVID V. RADACK

Name of Person Signing

Signature

June 5, 2001

Date

Total number of pages including cover sheet, attachments, and document:

16

06/14/2001 GTON11 00000195 76150861

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 DP
800.00 DP

TRADEMARK
REEL: 002314 FRAME: 0290

SCHEDULE 1**FEDERAL APPLICATIONS**

MARK	APPLICATION SERIAL NO.	FILING DATE
1. CONVENIENCE FINANCIAL MART	76/150,861	October 20, 2000
2. AMERICA'S FINANCIAL MART	76/150,864	October 20, 2000
3. BREEZE FINANCIAL MART BANK	76/165,334	November 15, 2000
4. BREEZE FINANCIAL	76/165,560	November 15, 2000
5. BREEZE FINANCIAL MART	76/165,800	November 15, 2000
6. AMERICA'S FINANCIAL MART and Design	76/181,506	December 15, 2000
7. BREEZE FINANCIAL AMERICA'S FINANCIAL MART and Design	76/181,514	December 15, 2000
8. BREEZE FINANCIAL and Design	76/181,647	December 15, 2000
9. AMERIMART FINANCIAL	76/191,457	January 9, 2001
10. AMERIMART	76/191,819	January 9, 2001
11. AMERISERV	76/208,980	February 12, 2001
12. AMERISERV FINANCIAL	76/209,062	February 12, 2001
13. THE PATHROAD ACCOUNT	76/212,805	February 20, 2001
14. AMERISERV FINANCIAL and Flag Design	76/215,520	February 23, 2001
15. AMERISERV FINANCIAL and Star Design	76/215,521	February 23, 2001
16. DESIGN OF A FLAG	76/221,484	March 8, 2001
17. AMERISERV FINANCIAL and Horizontal Flag Design	76/227,790	March 21, 2001
18. AMERISERV MORTGAGE COMPANY	76/243,734	April 19, 2001
19. AMERISERV FINANCIAL SERVICES	76/243,735	April 19, 2001

MARK	APPLICATION SERIAL NO.	FILING DATE
20. AMERISERV LEASING	76/243,745	April 19, 2001
21. AMERISERV ASSOCIATES	76/243,747	April 19, 2001
22. AMERISERV TRUST AND FINANCIAL SERVICES	76/243,748	April 19, 2001
23. AMERISERV LIFE INSURANCE COMPANY	76/243,749	April 19, 2001
24. AMERISERV MORTGAGE COMPANY and Design	76/245,720	April 24, 2001
25. AMERISERV FINANCIAL SERVICES and Design	76/245,745	April 24, 2001
26. AMERISERV TRUST AND FINANCIAL SERVICES and Design	76/245,821	April 24, 2001
27. AMERISERV LEASING and Design	76/245,822	April 24, 2001
28. AMERISERV LIFE INSURANCE COMPANY and Design	76/245,875	April 24, 2001
29. AMERISERV ASSOCIATES and Design	76/245,876	April 24, 2001
30. THE BANK FOR UNION FUNDS	76/255,906	May 11, 2001

SCHEDULE 2

FEDERAL REGISTRATIONS

MARK	REGISTRATION NO.	REGISTRATION DATE
1. LOAN PATROL	2,063,309	May 20, 1999
2. BANKMOBILE BRINGING THE BANK TO YOU	2,279,418	September 21, 1999
3. FEATHER YOUR NEST	2,307,246	January 11, 2000

APR 24 2001

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 750968

Secretary of the Commonwealth

Kim Fitzgerald

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

- 1. The name of the corporation is: USBANCORP, Inc.
- 2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>Main and Franklin Street</u>	<u>Johnstown</u>	<u>PA</u>	<u>15901</u>	<u>Cambria</u>
Number and Street	City	State	Zip	County

(b)c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

- 3. The statute by or under which it was incorporated is: PA Business Corporation Law of 1988
- 4. The date of its incorporation is: 05/03/1982
- 5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

_____ The amendment shall be effective on: _____ at _____
Date Hour

- 6. (Check one of the following):

_____ The amendment was adopted by the sole Director and shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

- 7. (Check, and if appropriate complete, one of the following):

_____ The amendment adopted by the corporation, set forth in full, is as follows:

Amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

DEPT OF STATE
2001 APR 24 PM 12:53

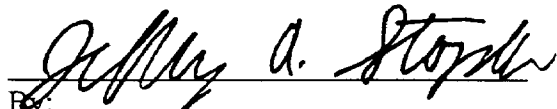
Articles of Amendment
USBancorp, Inc.
Page Two

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 24th day of April, 2001.

USBANCORP, INC.


By: _____
Title: Senior Vice President

AMERISERV FINANCIAL, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The name of the corporation is AmeriServ Financial, Inc.
2. The location and post office address of the initial registered office of the corporation in this Commonwealth is Main and Franklin Streets, Johnstown, Pennsylvania 15901
3. The corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

The corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under such Law.

4. The term for which the corporation is to exist is perpetual.
5. The aggregate number of shares which the corporation shall have authority to issue is:

2,000,000 shares of preferred stock, without par value, and
24,000,000 shares of common stock with the par value of \$2.50.

A description of each class of shares and a statement of the voting rights, designations, preferences, qualifications, privileges, limitations, options, conversion rights, and other special rights granted to or imposed upon the shares of each class and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock or to determine the Preferred Stock will be issued as a class without series and to fix and determine the voting rights, designations, preferences and other special rights of the Preferred Stock as a class or of the series thereof are as follows:

- (a) Preferred Stock may be issued from time to time as a class without series or in one or more series. Each series shall be designated by the Board of Directors so as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors may by resolution from time to time divide shares of Preferred Stock into series, or determine that the Preferred Stock shall be issued as a class without series, fix and determine the number of shares in a series and the terms and conditions of the issuance of the class or the series, and subject to the provisions of this Article Five, fix and determine the rights, preferences, qualifications, privileges, limitations and other special rights, if any, of the

class (if none of such shares of the class have been issued) or of any series so established, including but not limited to, voting rights (which may be limited, multiple, fractional or non-existent), the rate of dividend, if any, and whether or to what extent, if any, such dividends shall be cumulative (including the date from which dividends shall be cumulative, if any), the price at the terms and conditions on which shares may be redeemed, if any, the preference and the amounts payable on shares in the event of voluntary or involuntary liquidation, sinking fund provisions for the redemption or purchase of shares in the event shares of the class or of any series are issued with sinking fund provisions, and the terms and conditions on which the shares of the class or of any series may be converted in the event the shares of the class or of any series are issued with the privilege of conversion.

(b) The holders of Common Stock shall have one vote per share. The rights of the holders of Common Stock will be subject to any rights and preferences pertaining to any class of Preferred Stock or any series thereof to the extent set forth in any resolution of the Board of Directors fixing the terms thereof.

(c) Except as limited by the provisions of any series of Preferred Stock or of the class if issued without series, the Board of Directors may in its discretion, at any time or from time to time, issue or cause to be issued all or any part of the authorized and unissued shares of Common Stock for consideration of such character and value as the Board shall, from time to time, fix or determine.

(d) The Board of Directors may, but need not, in connection with the issuance of any fractional shares of any class or series of any class of stock of the Corporation, grant such fractional shares proportional voting rights.

6. The name(s) and post office address(es) of each incorporation and the number and class of shares subscribed by such incorporation(s) is (are):

NAME	ADDRESS (including street and number, if any)	Number & Class of Shares
John N. Crichton	786 Viewmont Avenue, Johnstown, PA 15905	400
William R. Horner	R.D. 1, Box 139, Johnstown, PA 15906	400
Richard H. Mayer	R.D. 5, Box 372, Johnstown, PA 15905	400
Gerald R. Mock	1707 Baumgardner Avenue, Windber, PA 15963	400
Frank J. Pasquerilla	945 Menoher Blvd., Johnstown, PA 15905	400

7. The business and affairs of the Corporation shall be managed by a Board of Directors comprised as follows:
- (a) The whole Board of Directors shall consist of such number of persons, not less than 5 nor more than 25, as may from time to time be determined by the Board pursuant to a resolution adopted by a majority vote of the directors then in office or by resolution of the shareholders at a meeting thereof.
 - (b) Beginning with the Board of Directors to be elected at the annual meeting of shareholders to be held in 1986, the Directors shall be classified, in respect solely to the time for which they shall severally hold office, by dividing them into three classes as nearly equal in number as possible. At the annual meeting of shareholders to be held in 1986, separate elections shall be held for the directors of each class, the term of office of directors of the first class to expire at the first annual meeting after their election; the term of office of the directors of the second class to expire at the second annual meeting after their election; and the term of office of the directors of the third class to expire at the third annual meeting after their election. At each succeeding annual meeting, the shareholders shall elect directors of the class whose term then expires, to hold office until the third succeeding annual meeting. Each director shall hold office for the term for which elected and until his or her successor shall be elected and shall qualify.
 - (c) Any director, any class of directors or the entire Board of Directors may be removed from office by shareholder vote at any time, without assigning any cause, but only if the holders of not less than two-thirds of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote at an annual election of directors voting together as a single class, shall vote in favor of such removal.
 - (d) Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled only by a majority vote of the remaining directors then in office, though less than a quorum, except that vacancies resulting from removal from office by a vote of the shareholders may be filled by the shareholders at the same meeting at which such removal occurs. All directors elected to fill vacancies shall hold office for a term expiring at the annual meeting of shareholders at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board of Directors shall shorten the term of an incumbent director.
 - (e) Whenever the holders of any class or series of preferred stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, none of the foregoing provisions of this Article Seven shall apply with respect to the director or directors elected by such holders of preferred stock.

CERTIFICATE OF DESIGNATION
TERMS OF
SERIES C JUNIOR PARTICIPATING PREFERRED STOCK
OF
USBANCORP, INC.

RESOLVED that, pursuant to the authority vested in the Board of Directors of the Corporation by the Articles of Incorporation, the Board of Directors does hereby provide for the issue of a series of Preferred Stock, without par value, of the Corporation, to be designated "Series C Junior Participating Preferred Stock" (hereinafter referred to as the "Series C Preferred Stock" or "this Series"), initially consisting of 60,000 shares, and to the extent that the designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions of the Series C Preferred Stock are not stated and expressed in the Articles of Incorporation, does hereby fix and herein state and express such designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions thereof, as follows (all terms used herein which are defined in the Articles of Incorporation shall be deemed to have the meanings provided therein):

1. Designation and Amount. The designation of the series of Preferred Stock created by this resolution shall be Series C Junior Participating Preferred Stock and the number of shares constituting such Series is Sixty Thousand (60,000). Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series C Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities of the Corporation convertible into shares of this Series.

2. Dividends.

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of this Series with respect to dividends, the holders of shares of this Series shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available for the purpose, quarterly

dividends payable in cash on April 1, July 1, October 1, and January 1 of each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of this Series, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$10.00 or (b) subject to the provision for adjustment hereinafter set forth, 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of this Series. In the event the Company shall at any time after February 24, 1995 (the "Rights Declaration Date"), declare any dividend on the Common Stock payable in shares of Common Stock, subdivide the outstanding shares of Common Stock, or combine the outstanding shares of Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of this Series were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Company shall declare a dividend or distribution on the Series C Preferred Stock as provided in paragraph (A) of this section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$10.00 per share on Series C Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series C Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of this Series, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date in which case dividends on

such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of this Series entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of this Series in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of this Series entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than ten (10) days prior to the date fixed for the payment thereof.

3. Voting Rights. The holders of shares of Series C Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series C Preferred Stock shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the shareholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on the Common Shares payable in Common Shares, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series C Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein, in any other resolutions creating a series of Preferred Stock or any similar stock, or by law, the holders of shares of Series C Preferred Stock and the holders of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

(C) Except as set forth herein, or as otherwise provided by law, holders of Series C Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series C Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series C Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(either as to dividends or upon liquidation, dissolution or winding up) to the series C Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series C Preferred Stock, except dividends paid ratably on the Series C Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series C Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series C Preferred Stock; or

(iv) redeem or purchase or otherwise acquire for consideration any shares of Series C Preferred Stock, or any shares of stock ranking on a parity with the Series C Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares

upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

5. Reacquired Shares. Any shares of Series C Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Articles of Incorporation, or in any other resolutions creating a series of Preferred Stock or any similar stock or as otherwise required by law.

6. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (A) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series C Preferred Stock unless, prior thereto, the holders of shares of Series C Preferred Stock shall have received \$100.00 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, provided that the holders of shares of Series C Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 100 times the aggregate amount to be distributed per share to holders of Common Stock, or (B) to the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series C Preferred Stock, except distributions made ratably on the Series C Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Corporation shall at any time declare or pay any dividend on the outstanding shares of Common Stock payable in shares of Common Stock, or effect a

subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series C Preferred Stock were entitled immediately prior to such event under the proviso in clause (A) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

7. Consolidation, Merger, Etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the outstanding shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series C Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series C Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

8. No Redemption. The shares of Series C Preferred Stock shall not be redeemable.

9. Rank. The Series C Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, junior to all series of any other class of the Corporation's Preferred Stock.

10. Amendment. The Articles of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series C Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series C Preferred Stock, voting together as a single class.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

265

AMERISERV FINANCIAL, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0750968

MICROFILM NUMBER: 2001032

1114-1125

CSC NETWORKS
COUNTER

RECORDED: 06/11/2001

TRADEMARK
REEL: 002314 FRAME: 0305