

FORM PTD-1594 (Rev. 8-93) OMB No. 0551-0011 (exp. 4/94)

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and  
Trademark Office

Tab settings ⇄⇄⇄

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

1. Name of conveying party(ies):  
Cass Information Systems, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: Cass Information Systems, Inc.

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

Street Address: 13001 Hollenberg Drive

City: Bridgeton    State: MO    Zip: 63044

Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation-State: Missouri  
 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

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other                              Merger/Change of Name

Execution Date: December 21, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1,013,705, 1,226,852, 1,628,138, 1,629,407, 1,665,200,  
1,694,059, 1,729,102, 1,805,119, 2,126,891, 2,138,690,  
2,273,599

Additional numbers attached?     Yes     No

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

Name: David B. Jennings

Internal Address: Armstrong Teasdale LLP

Street Address: One Metropolitan Square, Suite 2600

City: St. Louis    State: MO    Zip: 63102

6. Total number of applications and registrations involved ..... 11

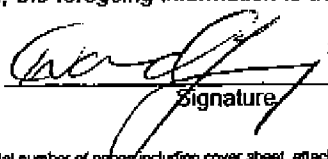
7. Total fee (37 CFR 3.41)..... \$290.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
01-2384  
 (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 B. Jennings                                            February 1, 2001  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachment, and document: 5

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

# STATE OF MISSOURI



**Matt Blunt**  
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER  
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:  
CASS INFORMATION SYSTEMS, INC. (#00258236)

INTO:

CASS COMMERCIAL CORPORATION (#00242838)

Organized and Existing Under Law of Missouri  
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of Missouri,  
issue this Certificate of Merger, certifying that the merger of  
the aforementioned corporations is effected with

CASS COMMERCIAL CORPORATION (#00242838)

as the surviving corporation.

The name subsequently changed to:  
CASS INFORMATION SYSTEMS, INC.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
9th Day of January, 2001.

  
Secretary of State



\$30.00

**ARTICLES OF MERGER**  
(Pursuant to §351.447 RSMo.)

Cass Information Systems, Inc.  
merged into  
Cass Commercial Corporation

**FILED**

JAN 9 2001

*Matt Blunt*  
SECRETARY OF STATE

HONORABLE REBECCA MCDOWELL COOK  
SECRETARY OF STATE  
STATE OF MISSOURI  
CORPORATIONS DIVISION  
P.O. BOX 778  
JEFFERSON CITY, MISSOURI 65102

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. **Cass Commercial Corporation**, a Missouri corporation ("*Parent*"), and **Cass Information Systems, Inc.**, a Missouri corporation ("*Subsidiary*") which is a wholly-owned subsidiary of *Parent*, are hereby merged (the "*Merger*"), and Cass Commercial Corporation, the *Parent*, is the surviving corporation.

2. The Board of Directors of *Parent*, Cass Commercial Corporation, met on December 19, 2000 and by resolutions adopted by a majority vote of the members of such board approved the following Plan of Merger (the "*Plan of Merger*"):

**PLAN OF MERGER**

That Cass Commercial Corporation, a Missouri corporation, and its wholly-owned subsidiary, Cass Information Systems, Inc., a Missouri corporation, shall merge pursuant to Section 351.447 of the Revised Statutes of Missouri whereby Cass Information Systems, Inc. shall merge into Cass Commercial Corporation which will be the surviving corporation and which will assume all the obligations of Cass Information Systems, Inc. All of the property rights, privileges, leases and patents of Cass Information Systems, Inc. are to be transferred to and become the property of Cass Commercial Corporation, the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments and documents of every nature which may be needed to effectuate a full and complete transfer of ownership. The officers and board of directors of Cass Commercial Corporation shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of Cass Commercial Corporation, the surviving corporation.

In accordance with Section 351.447 of the Revised Statutes of Missouri, in connection with and contemporaneous to the above-described merger, Cass Commercial Corporation, the surviving corporation, shall change its corporate

name to Cass Information Systems, Inc., such change of name constituting an amendment to the Articles of Incorporation of Cass Commercial Corporation, the survivor, as follows:

Article One of the Articles of Incorporation of Cass Commercial Corporation is amended in its entirety to read as follows:

The name of the corporation shall be Cass Information Systems, Inc.

3. The resolutions of the Board of Directors of *Parent* approving the *Plan of Merger* are as follows:

RESOLVED, that the Plan of Merger attached hereto and incorporated herein is hereby approved and adopted in accordance with and pursuant to Section 351.447 RSMo.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to execute all documents, make all filings, provide all notices, obtain all consents and approvals and otherwise do all things necessary or required to effect the transactions contemplated hereby, including, without limitation, executing and filing Articles of Merger with the Missouri Secretary of State; and

FURTHER RESOLVED, that all acts done by the directors and officers of the Corporation in furtherance of the merger approved and the resolutions adopted hereby, including, without limitation, the execution and filing with the Missouri Secretary of State by the officers of the Corporation of all required documents, including, without limitation, Articles of Merger, are hereby approved, confirmed and ratified.

4. The Articles of Incorporation of *Parent*, the survivor, are amended as follows (the "*Name Change*"):

"Article One of the Articles of Incorporation of Cass Commercial Corporation is amended in its entirety to read as follows: The name of the corporation shall be Cass Information Systems, Inc."

5. The *Plan of Merger* has been adopted pursuant to Section 351.447 RSMo.

6. At the time of the adoption of the resolutions above referred to, and at the present time, one hundred percent (100%), of the outstanding shares of *Subsidiary* were and are wholly owned by *Parent*. The parent corporation, *Parent*, is in compliance with the ninety percent (90%) ownership requirement of Section 351.447, RSMo., and will maintain at least ninety percent (90%) ownership of *Subsidiary* until the issuance of the Certificate of Merger by the Secretary of State of Missouri.

7. The effective date of the *Merger* and the *Name Change* shall be the time when a Certificate of Merger has been executed and issued by the Secretary of State of Missouri.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporation as of the day and year hereafter acknowledged.

**CORPORATE SEAL**

Cass Commercial Corporation

By: *Lawrence A. Collett*

Name: Lawrence A. Collett  
Title: Chairman and Chief Executive Officer

Date: December 21, 2000

Attest: *Eric H. Brunngraber*  
Name: Eric H. Brunngraber  
Title: Secretary

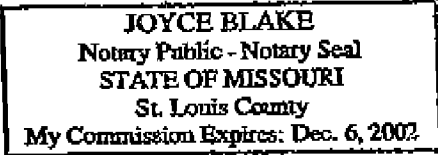
STATE OF MISSOURI    )  
                                  ) SS:  
COUNTY OF ST. LOUIS )

I, Joyce Blake, a notary public, do hereby certify that on this 21st day of December, 2000, personally appeared before me Lawrence A. Collett, who, being by me first duly sworn, declared that he is the Chairman and Chief Executive Officer of Cass Commercial Corporation, that he signed the foregoing document as Chairman and Chief Executive Officer of the Corporation, and that the statements therein contained are true.

*Joyce Blake*  
Notary Public

(NOTARIAL SEAL)

My Commission Expires: 12-6-02



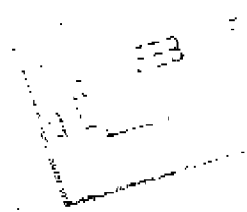
THE UNITED STATES PATENT OFFICE IS REQUESTED TO IMPRESS ITS  
STAMP ON THIS CARD AND PLACE SAME IN THE OUTGOING MAIL TO  
SHOW THE FOLLOWING PAPERS HAVE BEEN RECEIVED.

Aity Dkt. No.: 08055-00001  
Conveying Party: Cass Information Systems, Inc.  
Receiving Party: Cass Information Systems, Inc.  
Registration Nos. 1,013,705, 1,226,852, 1,628,138, 1,629,407, 1,665,200, 1,694,059,  
1,729,102, 1,805,119, 2,126,891, 2,138,690, and 2,278,599

Enclosed:

Recordation Form Cover Sheet (in duplicate)  
Merger/Change of Name Document (4 pages)

DBJ/gla  
Mailed: 02/01/01





Janice Lupardus  
 ARMSTRONG, TEASDALE  
 One Metropolitan Square  
 Suite 2600  
 St. Louis, MO. 63102-2740

63102-2740

