

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
First Prosperity Bank		04/18/2001	State Banking Association: TEXAS

RECEIVING PARTY DATA

Name:	Prosperity Bank
Street Address:	1301 N. Mechanic
City:	El Campo
State/Country:	TEXAS
Postal Code:	77437
Entity Type:	State Banking Association: TEXAS

PROPERTY NUMBERS Total: 3

Property Type	Number
Serial Number:	78043910
Serial Number:	78044016
Serial Number:	78045938

CORRESPONDENCE DATA

Fax Number: (713)221-2111
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 713-221-1352
 Email: ben.tobor@bracepatt.com
 Correspondent Name: Ben D. Tobor
 Address Line 1: P O Box 61389
 Address Line 2: Bracewell & Patterson, L.L.P.
 Address Line 4: Houston, TEXAS 772081389

CH \$90.00 78043910

ATTORNEY DOCKET NUMBER:	34952.7025
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NAME OF SUBMITTER:	Paul Lilly
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Total Attachments: 2 source=Prosperity 1.tif source=Prosperity 2.tif
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THE STATE OF TEXAS
TEXAS DEPARTMENT OF BANKING

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF ASSOCIATION
OF

Prosperity Bank
FORMERLY: First Prosperity Bank
El Campo, Texas
CHARTER NUMBER 2390

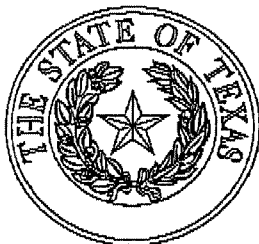
The undersigned, as Director of Corporate Activities, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, acting for the Banking Commissioner, and by virtue of the authority vested in the Banking Commissioner of Texas by law, hereby issues this Certificate of Amendment.

Issuance of this Certificate of Amendment does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Effective: May 1, 2001

Lynda Drake
Director of Corporate Activities



APPROVED
STATE OF TEXAS
Department of Banking
Effective

MAY 1 2001

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ASSOCIATION
OF FIRST PROSPERITY BANK**


COMMISSIONER

Pursuant to the provisions of Sections 32.101 and 32.008 of the Texas Finance Code and Article 4.40 of the Texas Business Corporation Act, as incorporated by Section 32.008 of the Texas Finance Code, First Prosperity Bank (the "Bank") hereby adopts the following Articles of Amendment to its Articles of Association.


1. **NAME.** The name of the association is First Prosperity Bank.
2. **ADOPTION OF AMENDED ARTICLES.** The following amendment to the Bank's Articles of Association was adopted by the sole shareholder of the Bank on April 18, 2001.
3. **AMENDED ARTICLE.** The amendment alters or changes Article First of the Restated Articles of Association and the full text of Article First is as follows:

"The name of the Corporation shall be PROSPERITY BANK."
4. **ENTITLED TO VOTE.** The number of shares of the Bank outstanding at the time of such adoption was 130,000; and the number of shares entitled to vote thereon was 130,000.

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 of the Texas Business Corporation Act adopting said amendment and any written notice required by Article 9.10 of the Texas Business Corporation Act has been given.
5. **EXCHANGE, RECLASSIFICATION OR CANCELLATION OF SHARES.** The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
6. **CHANGE IN CAPITAL OR SURPLUS.** The amendment does not effect a change in capital or surplus.

Dated April 18, 2001.

FIRST PROSPERITY BANK

By: 
David Zelman
Chairman and Chief Executive Officer

*** TOTAL PAGE.02 ***