

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/15/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Resource Bank		10/19/2007	CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	Fulton Bank		
Street Address:	One Penn Square		
Internal Address:	P.O. Box 4887		
City:	Lancaster		
State/Country:	PENNSYLVANIA		
Postal Code:	17604		
Entity Type:	State Chartered Bank: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1419434	ATLANTIC MORTGAGE & INVESTMENT CO.	
CORRESPONDENCE DATA			
Fax Number:	(804)698-5142		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	8046971278		
Email:	trademarks@troutmansanders.com		
Correspondent Name:	Robert L. Brooke		
Address Line 1:	600 Peachtree Street, N.E., Suite 5200		
Address Line 2:	Bank of America Plaza		
Address Line 4:	Atlanta, GEORGIA 30308-2216		
ATTORNEY DOCKET NUMBER:	038838.25		
NAME OF SUBMITTER:	Robert L. Brooke		

OP \$40.00 1419434

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**TRADEMARK
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Signature:	/Robert L. Brooke/
Date:	04/28/2009
Total Attachments: 11 source=Fulton-Resource Merger Docs#page1.tif source=Fulton-Resource Merger Docs#page2.tif source=Fulton-Resource Merger Docs#page3.tif source=Fulton-Resource Merger Docs#page4.tif source=Fulton-Resource Merger Docs#page5.tif source=Fulton-Resource Merger Docs#page6.tif source=Fulton-Resource Merger Docs#page7.tif source=Fulton-Resource Merger Docs#page8.tif source=Fulton-Resource Merger Docs#page9.tif source=Fulton-Resource Merger Docs#page10.tif source=Fulton-Resource Merger Docs#page11.tif	

ARTICLES OF MERGER
F172911-2 0302962-6
FULTON BANK AND RESOURCE BANK

In accordance with the requirements of the Virginia Banking Act, as amended, and Title 13.1, Chapter 9, Article 12 of the Code of Virginia, the undersigned institutions, desiring to effect a merger, hereby certify and state that:

1. The names of the parties to the Plan of Merger, attached hereto as Exhibit "A" ("Plan of Merger"), are Fulton Bank and Resource Bank. The name of the surviving corporation and resulting bank is "Fulton Bank."

2. Fulton Bank is Pennsylvania-chartered bank organized and existing under the laws of the Commonwealth of Pennsylvania. Resource Bank is a domestic business corporation and Virginia-chartered bank. The current registered offices and principal places of business of the parties to the Plan of Merger are as follows:

Fulton Bank
One Penn Square
P.O. Box 4887
Lancaster, Pennsylvania 17604

Resource Bank
4429 Bonney Road
Virginia Beach, Virginia 23462

3. The principal place of business of the resulting bank is: One Penn Square, Lancaster, Pennsylvania 17604.

4. The Plan of Merger was approved by the shareholders of Resource Bank and adopted by directors of Resource Bank in accordance with Title 13.1, Chapter 9 of the Code of Virginia as follows:

The sole shareholder of Resource Bank is Fulton Financial Corporation. The Plan of Merger was approved by a majority of the directors of Fulton Financial Corporation at a regularly scheduled meeting of the Board of Directors held on September 18, 2007, in Lancaster, Pennsylvania by the unanimous vote of all directors in attendance. The Plan of Merger also was adopted by a majority of directors of Resource Bank at a regularly scheduled meeting of the Board of Directors held on September 27, 2007, in Virginia Beach, Virginia by the unanimous vote of all directors in attendance.

5. Fulton Bank hereby certifies that its participation in the merger was duly authorized as required by the law of the Commonwealth of Pennsylvania, the jurisdiction where it is incorporated.

6. As provided in Section 4 of the Plan of Merger, the Articles of Incorporation of the resulting bank shall be the Articles of Incorporation of Fulton Bank as in effect immediately prior to the effective date of these Articles of Merger.

7. The names and addresses of the first directors of the resulting bank are as set forth on Exhibit "I" attached hereto.

8. The Merger shall be effective at 12:01 a.m. on Saturday, March 15, 2008.

9. The Plan of Merger is set forth in full in Exhibit "A", attached hereto.

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SIGNATURES ON NEXT PAGE

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by duly authorized officers thereof as of this 22nd day of October, 2007.

ATTEST:

FULTON BANK

By: Ulrich A. Crane
Title: Secretary

By: Craig A. Roda
Craig A. Roda,
President and Chief Executive
Officer
SCC ID#: F172911-2

(Corporate Seal)

By: Debra C. Dept
Title: Secretary

RESOURCE BANK
By: T.A. Grell, Jr.
T.A. Grell, Jr.,
President and Chief Executive
Officer
SCC ID#: 0302962-6

(Corporate Seal)

EXHIBIT I
Names and Addresses of First Directors

Larry D. Bashore
89 Bishop Drive
Mechanicsburg, PA 17055

Dana A. Chryst
740 Willow Road
Lancaster, PA 17602

Randall I. Ebersole
1020 Glenwood Lane
Lebanon, PA 17042

Carlos E. Graupera
438 South Duke Street
Lancaster, PA 17602

James M. Herr
247 Park Road
Nottingham, PA 19362

George A. Parmer
911 Grove Road
Harrisburg, PA 17111

Harlowe R. Prindle
255 School Street
York, PA 17402-9803

A. Richard Pugh
1364 Needham Circle West
York, PA 17404

Craig A. Roda
842 Indian Springs Drive
Lancaster, PA 17601

John O. Shirk
2850 Butter Road
Lititz, PA 17543

E. Philip Wenger
6 Whitetail Way
Pequea, PA 17565-9610

James S. Wisotzkey
6801 Bluebird Lane
Dover, PA 17315-1911

EXHIBIT A

Plan of Merger

TRADEMARK

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PLAN OF MERGER

FULTON BANK AND RESOURCE BANK

The following is the Plan of Merger approved and adopted by the respective Boards of Directors of **FULTON BANK** ("**Fulton**"), a Pennsylvania state nonmember bank, and a wholly-owned subsidiary of **FULTON FINANCIAL CORPORATION** ("**FFC**"), a Pennsylvania business corporation which is a registered financial holding company under the Bank Holding Company Act of 1956, as amended, and **RESOURCE BANK** ("**Resource**"), a Virginia state member bank and a wholly-owned subsidiary of FFC.

ARTICLE I. MERGER

1.1 On the Effective Date (as defined in Section 7 hereof), Resource shall merge with and into Fulton pursuant to the applicable provisions of The Pennsylvania Banking Code of 1965, as amended, and applicable regulations, and subject to the approval of the Pennsylvania Department of Banking (the "**Department**") and the Federal Deposit Insurance Corporation (the "**FDIC**"), whereupon the separate existence of Resource shall cease and Fulton shall be the resulting bank (hereinafter sometimes referred to as the "**Resulting Bank**").

ARTICLE II. REQUIRED APPROVALS

2.1 **Board of Directors' Approval.** The Plan of Merger was approved in writing by a majority of the Board of Directors of Resource and a majority of the Board of Directors of Fulton at meetings held on September 27, 2007 and September 25, 2007, respectively.

2.2 **Shareholder Approvals.** The Plan of Merger was approved and adopted by a majority of the Board of Directors of FFC as the sole shareholder of Fulton and Resource on September 18, 2007.

ARTICLE III. NAME

3.1 The name of the Resulting Bank, which shall operate as a wholly-owned subsidiary of FFC, shall be "**Fulton Bank**".

ARTICLE IV. ARTICLES OF INCORPORATION

4.1 The Articles of Incorporation of the Resulting Bank shall be the Articles of Incorporation of Fulton as in effect on the Effective Date.

**ARTICLE V.
BYLAWS**

5.1 The Bylaws of the Resulting Bank shall be the Bylaws of Fulton as in effect on the Effective Date.

**ARTICLE VI.
DIRECTORS**

6.1 The directors of the Resulting Bank shall be as set forth on Exhibit A. Each of such directors shall serve until such time as his successor is duly elected and has qualified.

**ARTICLE VII.
EFFECTIVE DATE**

7.1 The merger of Resource with and into Fulton shall become effective and this Plan of Merger shall be consummated in Pennsylvania on the later of December 31, 2007 or the date of filing Articles of Merger with the Pennsylvania Department of State and shall be consummated in Virginia on a date that is within fifteen days after the filing of Articles of Merger with the Virginia Corporations Commission, which filing shall be made as soon as reasonably possible after the filing is made in Pennsylvania; provided, however, that the merger in Pennsylvania or Virginia may be made effective on such other date and time agreed to by Fulton and Resource (the "Effective Date").

**ARTICLE VIII.
ASSUMPTION OF LIABILITIES**

8.1 On the Effective Date, Fulton shall assume all liabilities of Resource.

**ARTICLE IX.
CONVERSION OF SHARES AND CANCELLATION OF STOCK**

9.1 Conversion of Fulton Stock. On the Effective Date, all of the then issued and outstanding shares of common stock of Fulton shall remain outstanding and be owned by FFC.

9.2 Cancellation of Resource Common Stock. At the Effective Date, all of the shares of common stock of Resource that are issued and outstanding immediately prior thereto, shall, by virtue of the merger, be thereupon cancelled. No new shares of the capital stock of the Resulting Bank shall be issued or be deemed to have been issued in exchange for the cancelled shares of Resource common stock, and such cancelled shares shall not be converted into any other shares or other securities of the Resulting Bank.

**ARTICLE X.
DISSENTING RIGHTS**

10.1 FFC, as the sole stockholder of Resource on the Effective Date, has agreed to waive any and all dissenter's rights to the extent it would be entitled to such rights under provision of any applicable law.

**ARTICLE XI.
MISCELLANEOUS**

11.1 Acknowledgement. Each party to this Plan, by executing the same, acknowledges and affirms that its Board of Directors and sole shareholder has, by the required votes, approved this Plan and the transactions contemplated hereby, authorized the execution of this Plan, empowered its undersigned officers to execute this Plan, and authorized the filing of this Plan with the Department and the FDIC.

11.2 Conditions Precedent. The Merger shall be conditioned on receipt of the required approval of the FDIC and the Department.

11.3 Counterparts, Modifications, Successors, Headings.

(a) This Plan may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(b) Subject to the limitations and requirements of applicable law, this Plan may be amended or modified by the parties prior to the effective date of the certificates of merger issued by the states of Pennsylvania and Virginia; provided, however, that all such amendments and modifications must be in writing and signed by both parties. Further, this Plan may not be amended without shareholder approval to change: (i) the amount or kind of shares or other securities, eligible interests, obligations, rights to acquire shares, other securities or eligible interests, cash or other property to be received under the Plan by FFC as the sole shareholder of Fulton and Resource; (ii) the articles of incorporation of the surviving corporation, except for changes permitted by law to be made by the boards of directors of Fulton and Resource; or (iii) any of the other terms or conditions of the Plan if the change would adversely affect FFC, as the sole shareholder of both Fulton and Resource, in any material respect.

(c) This Plan shall be binding upon and shall inure to the benefit of the parties and their respective successors, permitted assigns and legal representatives; provided, however, that neither party may assign any of its rights or obligations under this Plan without the prior written consent of the other party.

(d) Section headings are not to be considered part of this Plan, are solely for convenience of reference, and shall not affect the meaning or interpretation of this Plan or any of its provisions.

11.4 Governing Law. This Plan and the legal obligations among the parties shall be governed by and construed in accordance with the laws of the State of Pennsylvania (without taking into account provisions regarding choice of law), except to the extent that certain matters may be governed by federal law.

11.5 Termination. This Plan may be terminated at any time prior to the Effective Date with the signed written consent of both parties.

TRADEMARK

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IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be duly executed, and their respective seals to be hereunto affixed, as of this 19th day of October, 2007.

FULTON BANK

By: Craig A. Koda
Craig A. Koda, President
and Chief Executive Officer

(Bank Seal)

Attest: Mark A. Crowe
Mark A. Crowe, Secretary

RESOURCE BANK

By: T.A. Grell, Jr.
T.A. Grell, Jr., President
and Chief Executive Officer

(Bank Seal)

Attest: Debra Dyckman
Debra Dyckman, Secretary

Exhibit A
Directors

Larry D. Bashore
Dana A. Chryst
Randall I. Ebersole
Carlos E. Graupera
James M. Herr
George A. Parmer
Harlowe R. Prindle
A. Richard Pugh
Craig A. Roda
John O. Shirk
E. Philip Wenger
James S. Wisotzkey

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, MARCH 4, 2008

The State Corporation Commission finds the accompanying articles submitted on behalf of
FULTON BANK

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

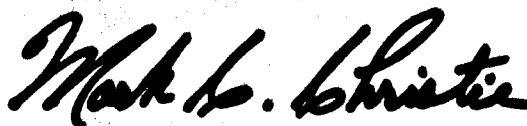
be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective March 15, 2008, at 12:01 AM. Each of the following:

RESOURCE BANK

is merged into **FULTON BANK**, which continues to exist under the laws of **PENNSYLVANIA**
with the name **FULTON BANK**, and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner