

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
Encore Bank	FORMERLY Guardian Savings Bank	03/29/2007	Federal Savings Association (Federal Savings Bank): UNITED STATES

RECEIVING PARTY DATA

Name:	Encore Bank, National Association
Also Known As:	AKA "Encore Bank", "Encore Bank, N.A.", and "Encore"
Street Address:	Nine Greenway Plaza, Suite 1000
City:	Houston
State/Country:	TEXAS
Postal Code:	77046
Entity Type:	National Banking Association (National Bank): UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3234636	ENCORE TRUST
Registration Number:	3234573	ENCORE TRUST
Registration Number:	2849150	ENCORE BANK
Registration Number:	2882994	ENCORE MORTGAGE COMPANY
Registration Number:	2949626	MULLIGAN
Registration Number:	3066485	ENCOREBANCSHARES, INC.
Registration Number:	2957865	ENCOREBANK
Registration Number:	3571216	TOWN&COUNTRY INSURANCE AGENCY
Registration Number:	3352788	ENCORE
Registration Number:	2896225	CLUBHOUSE
Registration Number:	2875448	CLUB HOUSE
Registration Number:	1332531	SOLID GOLD MONEY MARKET ACCOUNT

OP \$315.00 3234636

CORRESPONDENCE DATA

Fax Number: (713)437-5346
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (713)221-1491
Email: Denver.Bisignano@BGLLP.com
Correspondent Name: Denver S. Bisignano
Address Line 1: 711 Louisiana St.
Address Line 4: Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER:	034998.017
NAME OF SUBMITTER:	Denver S. Bisignano
Signature:	/denver s. bisignano/
Date:	07/21/2010

Total Attachments: 11
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ARTICLES OF ASSOCIATION
OF
ENCORE BANK, NATIONAL ASSOCIATION

For the purpose of organizing an Association to perform any lawful activities of national banks, the undersigned enter into the following Articles of Association:

FIRST. The title of this Association shall be Encore Bank, National Association.

SECOND. The main office of the Association shall be in Naples, Collier County, Florida. The general business of the Association shall be conducted at its main office and its branches.

THIRD. The Board of Directors of this Association shall consist of not less than five (5) nor more than twenty-five (25) persons, the exact number to be fixed and determined from time to time by resolution of a majority of the full Board of Directors or by resolution of a majority of the shareholders at any annual or special meeting thereof. A majority of the full Board of Directors may increase the number of directors between meetings of the shareholders, consistent with applicable statutory and regulatory provisions, and fill the vacancies so created. Any vacancy in the Board of Directors may be filled by action of the remaining Board of Directors or otherwise as provided by law.

Each director, including a director selected to fill a vacancy, shall hold office until the next regular meeting of shareholders at which directors are elected and until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal in accordance with law.

Each director shall own common or preferred stock of the Association or of a holding company owning the Association, with an aggregate par, fair market or equity value of not less than \$1,000 as of (i) the date of purchase or (ii) the date the person became a director, whichever value is greater. Any combination of common or preferred stock of the Association or holding company may be used.

Honorary or advisory members of the Board of Directors, without voting power or power of final decision in matters concerning the business of the Association, may be appointed by resolution of a majority of the full Board of Directors, or by resolution of shareholders at any annual or special meeting. Honorary or advisory directors shall not be counted to determine the number of directors of the Association or the presence of a quorum in connection with any board action, and shall not be required to own qualifying shares.

FOURTH. There shall be an annual meeting of the shareholders the purpose of which shall be the election of directors and the transaction of whatever other business may be brought before such meeting. It shall be held at the main office or other convenient place as the Board of Directors may designate, on the day of each year specified therefor in the Bylaws, or if that day falls on a legal holiday in the state in which the Association is located, on the next following

banking day. If no election is held on the day fixed or in the event of a legal holiday on the following banking day, an election may be held on any subsequent day within sixty (60) days of the day fixed, to be designated by the Board of Directors, or, if the directors fail to fix the day, by shareholders representing two-thirds of the shares issued and outstanding and entitled to vote on the election of directors. In all cases, at least ten (10) days' advance notice of the meeting shall be given to shareholders entitled to vote thereat by first class mail. In all elections of directors, shareholders shall be entitled to cumulative voting as provided by law.

FIFTH. The authorized amount of capital stock of this Association shall be 100,250,000 shares of which 250,000 shall be shares of common stock of the par value of \$100.00 each (the "Common Stock") and 100,000,000 shall be shares of preferred stock of the par value of \$1.00 each (the "Preferred Stock"); but said capital stock may be increased or decreased from time to time, in accordance with the provisions of the laws of the United States. The preferences, limitations and relative rights in respect of the share of each class of stock are as follows:

(A) Common Stock. Except as provided in this Article Fifth (or in any supplementary sections thereto), the holders of the Common Stock shall exclusively possess all voting power. Each holder of shares of the Common Stock shall be entitled to one vote for each share held by such holder.

Whenever there shall have been paid, or declared and set aside for payment, to the holders of the outstanding shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund, retirement fund, or other retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then dividends may be paid on the Common Stock and on any class or series of stock entitled to participate therewith as to dividends out of any assets legally available for the payment of dividends.

In the event of any liquidation, dissolution, or winding up of the Association, the holders of the Common Stock (and the holders of any class or series of stock entitled to participate with the Common Stock in the distribution of assets) shall be entitled to receive, in cash or in kind, the assets of the Association available for distribution remaining after: (i) payment or provision for payment of the Association's debts and liabilities; (ii) distributions or provisions for distributions in settlement of its liquidation account and (iii) distributions or provisions for distributions to holders of any class or series of stock having preference over the Common Stock in the liquidation, dissolution, or winding up of the Association. Each share of the Common Stock shall have the same relative rights as and be identical in all respects with all the other shares of Common Stock.

(B) Preferred Stock. The Board of Directors shall have the authority to establish one or more classes of Preferred Stock, which shall be separately identified. The shares of any class may be divided into and issued in series, with each series separately designated so as to distinguish the shares thereof from the shares of all other series and classes. Resolutions of the Board of Directors establishing a series of Preferred Stock and specifying the exact terms thereof shall be incorporated by reference into these Articles of Association. All shares of the same class shall be identical except as to the following relative rights and preferences, as to which there may be variations between different series:

- (a) The distinctive serial designation and the number of shares constituting such series;
- (b) The dividend rate or the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date(s) the payment date(s) for dividends, and the participating or other special rights, if any, with respect to dividends;
- (c) The voting powers, full or limited, if any, of shares of such series;
- (d) Whether the shares of such series shall be redeemable and, if so, the price(s) at which, and the terms and conditions on which, such shares may be redeemed;
- (e) The amount(s) payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Association;
- (f) Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price(s) at which such shares may be redeemed or purchased through the application of such fund;
- (g) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of stock of the Association and, if so, the conversion price(s) or the rate(s) of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;
- (h) The price or other consideration for which the shares of such series shall be issued; and
- (i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of Preferred Stock and whether such shares may be reissued as shares of the same or any other series of Preferred Stock.

Each share of each series of Preferred Stock shall have the same relative rights as and be identical in all respects with all the other shares of the same series.

Nothing contained in this Article Fifth shall entitle the holders of any class or series of capital stock to vote as a separate class or series or to more than one vote per share: *Provided*, that this restriction on voting separately by class or series shall not apply to:

(i) Any provision which would authorize the holders of the Preferred Stock, voting as a class or series, to elect some members of the Board of Directors, less than a majority thereof, in the event of default in the payment of dividends on any class or series of the Preferred Stock;

(ii) Any provision which would require the holders of the Preferred Stock, voting as a class or series, to approve the merger or consolidation of the Association with another corporation or the sale, lease, or conveyance (other than by mortgage or pledge) of properties or

business in exchange for securities of a corporation other than the Association if the Preferred Stock is exchanged for securities of such other corporation;

(iii) Any amendment which would adversely change the specific terms of any class or series of capital stock as set forth in this Article Fifth, including any amendment which would create or enlarge any class or series ranking prior thereto in rights and preferences. An amendment which increases the number of authorized shares of any class or series of capital stock, or substitutes the surviving association in a merger or consolidation for the Association, shall not be considered to be such an adverse change.

Shares of authorized but unissued capital stock may be issued from time to time at the discretion of the Board of Directors, without the approval of the shareholders, for purposes of raising additional capital funds for the Association, employee compensation programs or other objectives of the Association duly approved by the Board of Directors.

No holder of shares of the capital stock of any class of the Association shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Association, whether now or hereafter authorized, or to any obligations convertible into stock of the Association, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time fix.

The Association, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders.

Unless otherwise required by law or specified in the Articles of Association, (i) holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at any meeting of shareholders for the transaction of business, and (ii) in all matters other than election of directors, the affirmative vote of the holders of a majority of such stock so present or represented at any meeting of shareholders at which a quorum is present shall constitute the act of the shareholders.

SIXTH. The Board of Directors shall appoint one of its members President of this Association, who shall be Chairperson of the Board, unless the Board appoints another Director to be the Chairperson. The Board of Directors shall have the power to appoint one or more Vice Presidents, a Cashier and such other officers and employees as may be required to transact the business of this Association. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors in accordance with the Bylaws.

The Board of Directors shall have the power to define the duties of the officers, employees and agents of the Association; to delegate the performance of its duties, but not the responsibility for its duties, to the officers, employees and agents of the Association; to fix the compensation to be paid to them and enter into employment contracts consistent with applicable law; to dismiss them; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase or decrease of the capital of the Association shall be made; to manage and administer the business and affairs of the Association; to make contracts; to make all

laws that it may be lawful for them to make and amend or repeal such Bylaws; and generally do and perform all acts that it may be legal for a Board of Directors to do and perform.

SEVENTH. Upon written notice to the Comptroller of the Currency, the Board of Directors shall have the power to change the location of the main office to any authorized branch location within the limits of the City of Naples, Florida, without the approval of the shareholders, with the approval of shareholders owning two-thirds of the stock of the Association for a location outside such limits and upon receipt of a certificate of approval from the Comptroller of the Currency, to any other location within or outside the limits of the City of Naples, Florida, but not more than thirty (30) miles beyond such limits; and shall have the power to establish or change the location of any branch or branches of the Association to any other location permitted by law, without the approval of the shareholders but subject to the approval of the Comptroller of the Currency.

EIGHTH. The corporate existence of this Association shall continue until terminated in accordance with the laws of the United States.

NINTH. The Board of Directors of this Association, or any three (3) or more shareholders owning, in the aggregate, not less than twenty-five percent of the stock of this Association, may call a special meeting of shareholders at any time. Unless otherwise provided by the Bylaws or the laws of the United States, or waived by the shareholders, a notice of the time, place and purpose of every annual and special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten (10) days and no more than sixty (60) days prior to the date of such meeting to each shareholder of record at his address as shown upon the books of this Association. Unless otherwise provided by the Bylaws, any action requiring approval of shareholders must be effected at a duly called annual or special meeting.

TENTH. The Association may make or agree to make indemnification payments to an institution-affiliated party, as defined at 12 USC 1813(u), for an administrative proceeding or civil action initiated by any federal banking agency, that are reasonable and consistent with the requirements of 12 USC 1828(k) and the implementing regulations thereunder.

The Association shall indemnify an institution-affiliated party, as defined at 12 USC 1813(u), for damages and expenses, including the advancement of expenses and legal fees, in cases involving an administrative proceeding or civil action not initiated by a federal banking agency, in accordance with and to the fullest extent authorized by the Texas Business Organizations Code, provided such payments are consistent with safe and sound banking practices.

The Association may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying any directors, officers and other persons to the extent that such indemnification is allowed under the Texas Business Organizations Code or otherwise. Such insurance may, but need not, be for the benefit of all such directors, officers or other persons. Any such insurance purchased by the Association shall exclude coverage of liability for a formal order accessing civil money penalties against a director or employee.

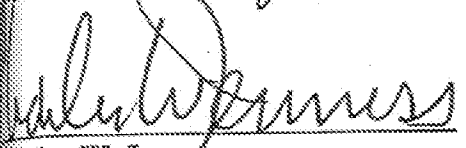
Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.


ELEVENTH. These Articles of Association may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of the Association, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.

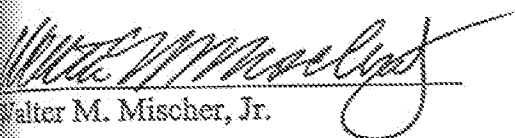
IN WITNESS WHEREOF, we have hereunto set our hands as of this 29th day of March,

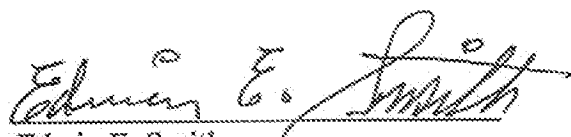

Walter Christopher

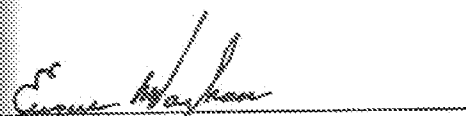

James S. D'Agostino, Jr.


Charles W. Jennings

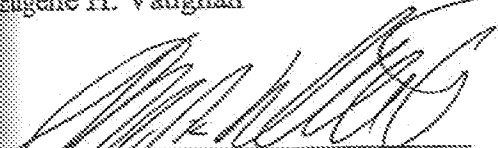

J. Bryan King


Walter M. Mischer, Jr.


Edwin E. Smith


Eugene H. Vaughan


David E. Warden


Steven A. Webster


Randa Duncan Williams

Comptroller of the Currency
Administrator of National Banks

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

January 11, 2007

William T. Luedke, IV, Esq.
Partner
Bracewell & Giuliani, LLC
711 Louisiana Street, Suite 2300
Houston, Texas 77002-2770

Re: Conversion of Encore Bank, Houston, Texas to a National Bank
Application Control No. 2006-SO-01-0023

Dear Mr. Luedke:

The Comptroller of the Currency (OCC) has reviewed your request, dated October 18, 2006, to convert Encore Bank, Houston, Texas (the Bank) to a national bank and retains all its branches. After a thorough review of all information available, including the representations and commitments made in the application and by the Bank's representatives, we find that your request meets the requirements for approval to convert to a national banking association pursuant to 12 CFR 5.24 as follows:

Title: Encore Bank, National Association
Location: 1600 Tamiami Trail, N., Suite 604, Naples, Florida 34108

This conversion approval is subject to the following special conditions:

1. The Bank's Holding Company shall inject the necessary capital into the Bank during 2007 and 2008 to bring the Bank's minimum leverage capital ratios to 7.28% at December 31, 2007 and 7.75% at December 31, 2008.
2. The Bank: (i) shall give the Houston Field Office at least sixty (60) days prior notice of the Bank's intent to significantly deviate or change from its business plan or operations and (ii) shall obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations.¹ The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a Bank's notice.

All conditions of this approval are conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818 and, as such, are enforceable under 12 USC 1818.

¹ If such deviation or change is the subject of an application filed with the OCC, no notice to the Supervisory Office is required.

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This approval is also subject to the Bank relocating its home office from Nine Greenway Plaza, Suite 1000, Houston, Texas 77046 to 1600 Tamiami Trail, N., Suite 604, Naples, Florida 34108 immediately prior to conversion.

The OCC approves the Bank's plans to continue to operate Encore Trust Company, National Association and Linscomb & Williams, Inc. as operating subsidiaries. Encore Trust Company, N.A. provides trust and investment management services. Linscomb & Williams, Inc. is a registered investment advisor under the Investment Advisors Act of 1940 that provides financial planning and investment management services primarily to the Houston market.

Following consummation and for a period of two years, the Bank is permitted to retain its investment in the Town & Country Insurance Agency, Inc. This investment must be terminated within the two-year period unless, within that time period, Town & Country Insurance Agency, Inc. is converted to a financial subsidiary.

This letter constitutes official OCC authorization to operate the branches listed in the attachment as branches. Of the branches listed, those marked by an asterisk have been previously authorized by another regulator, but remain unopened. You must notify this office within 10 days after opening these branches. If they are not opened within 18 months of the date of this letter, the authorization and approval for the unopened branches shall automatically terminate unless the OCC grants an extension of the time period.

You should retain this letter as the official branch authorization. OCC branch numbers have been assigned to each of the branches. If, at some time in the future, the bank desires to close a branch, the requirements of 12 USC 1831r-1 must be met, including the submission of a 90-day advance notice of the proposed branch closing to the OCC. Following the branch closing, a final closing notice should be submitted to the OCC and the branch authorization must be surrendered. In the event the branch is sold, the branch authorization should also be surrendered to the OCC.

You are reminded that the following items must be satisfactorily addressed on or before the effective date of the conversion:

1. The Bank must purchase adequate fidelity bond coverage in accordance with 12 CFR 7.2013, which lists four factors the directors should consider to determine adequacy.
2. If a director, officer, employee, or principal shareholder of the bank (including an entity in which such person owns an interest of 10 percent or more) is involved in the sale of credit life insurance to loan customers, the bank should ensure compliance with 12 CFR 2, which among other things, prohibits a covered person from retaining commissions or other income from the sale of credit life insurance connected with any loan the bank makes.
3. The board of directors must adopt and have in place policies, practices, and procedures to ensure the safe and sound operation of the bank. The board also must review those policies, practices, and procedures continually and ensure the bank's compliance with them. We are enclosing the Minimum Policies and Procedures for national banks.

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4. The Bank has represented that it intends to maintain its membership in the Federal Home Loan Bank (FHLB) system. If, at any time, the Bank ceases to be a member of the FHLB system, it must use its best efforts, including contacting the appropriate FHLB or the Federal Housing Finance Board, to dispose of any stock in the FHLB. The OCC will consider this stock a nonconforming asset for any period that the Bank is not a member of the FHLB system.
5. The Bank must apply to the Federal Reserve for membership.
6. The Bank must ensure that all other required regulatory approvals have been obtained. Final authorization to operate as a national bank will not be given to an institution with a bank holding company until the Federal Reserve Board has approved the holding company.
7. The directors must own qualifying shares in conformance with 12 USC 72 and 12 CFR 7.2005.
8. If the Bank is subject to the Home Mortgage Disclosure Act (HMDA), the Bank must ensure that its reporter identification number included on its HMDA transmittal sheet is changed to reflect its new OCC charter number.
10. The Bank must notify the OCC if the facts described in the filing materially change at any time prior to consummation of the conversion. Any changes to the executive officers or directors must receive a "no objection" from the OCC.
11. The Bank must divest of its ownership of Encore Financial Services, Inc. prior to conversion.

Upon completion of all steps required to convert to a national banking association, submit the "Conversion Completion Certification" (enclosed) certifying that you have done so.

When the institution has satisfactorily completed all of the above steps, the OCC will issue a Conversion Completion Acknowledgment officially authorizing the institution to commence business as a national banking association. At that time you will receive the charter certificate. If the conversion is not consummated within six months from the date of the decision, the approval will automatically terminate unless the OCC grants an extension of the time period. The OCC is opposed to granting extensions, except under the most extenuating circumstances and expects the conversion to occur as soon as possible.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the *Comptroller's Licensing Manual*, which is available in electronic form on our Web site <http://www.occ.treas.gov/corpapps/corpapplic.htm>.

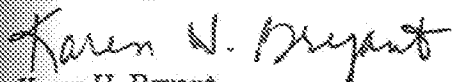
This conditional, and the activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. The foregoing may not be modified or waived by any employee or agent of the OCC or the United States.

William T. Luedke, IV, Esq.
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A separate letter is enclosed requesting your feedback on how we handled the referenced application. We would appreciate your response so that we may improve our service. All correspondence regarding this application should reference the CAIS control number.

All correspondence regarding this application should reference the application control number. If you have any questions, contact Senior Licensing Analyst Brenda E. McNeese at (214) 720-7052.

Yours truly,



Karen H. Bryant
Director for District Licensing

Enclosures: Conversion Completion Certification
Minimum Policies and Procedures
Survey Letter