

## 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
Meadow Corporation		11/30/2012	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	PlainsCapital Corporation		
Street Address:	2323 Victory Ave., Suite 1400		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75219		
Entity Type:	CORPORATION: MARYLAND		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2902107	PRIMELENDING A PLAINSCAPITAL COMPANY	
Registration Number:	2971881	PRIMELENDING A PLAINSCAPITAL COMPANY	
Registration Number:	4092640	PRIMELENDING A PLAINSCAPITAL COMPANY	
Registration Number:	4072276	PRIMELENDING A PLAINSCAPITAL COMPANY	
Registration Number:	4017433	PRIMELENDING A PLAINSCAPITAL COMPANY	
Registration Number:	4014205	PRIMELENDING A PLAINSCAPITAL COMPANY	
CORRESPONDENCE DATA			
Fax Number:	2149993623		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2149994487		
Email:	ip@gardere.com		
Correspondent Name:	Gardere Wynne Sewell/Jason R. Fulmer		
Address Line 1:	1601 Elm Street, Suite 3000		
Address Line 4:	Dallas, TEXAS 75201		

OP \$165.00 2902107

ATTORNEY DOCKET NUMBER:	017414-6000
NAME OF SUBMITTER:	Jason R. Fulmer
Signature:	/Jason R. Fulmer/
Date:	01/08/2014
<b>Total Attachments: 7</b> source=Plains-Change of Name from Meadow Corporation to PlainsCapital Corporation#page1.tif source=Plains-Change of Name from Meadow Corporation to PlainsCapital Corporation#page2.tif source=Plains-Change of Name from Meadow Corporation to PlainsCapital Corporation#page3.tif source=Plains-Change of Name from Meadow Corporation to PlainsCapital Corporation#page4.tif source=Plains-Change of Name from Meadow Corporation to PlainsCapital Corporation#page5.tif source=Plains-Change of Name from Meadow Corporation to PlainsCapital Corporation#page6.tif source=Plains-Change of Name from Meadow Corporation to PlainsCapital Corporation#page7.tif	

Effective Date  
11/30/12  
at 11:59PM

ARTICLES OF MERGER

of

PLAINSCAPITAL CORPORATION (a Texas corporation)

with and into

MEADOW CORPORATION (a Maryland corporation)

PlainsCapital Corporation, a Texas corporation (the "Merging Corporation"), and Meadow Corporation, a Maryland corporation (the "Surviving Corporation"), hereby certify to the State Department of Assessments and Taxation of Maryland (the "SDAT") that:

FIRST: The Merging Corporation and the Surviving Corporation have agreed that the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger") in accordance with the terms and conditions set forth in the Agreement and Plan of Merger, dated as of May 8, 2012 (the "Merger Agreement") by and among the Merging Corporation, the Surviving Corporation and Hilltop Holdings Inc., a Maryland corporation ("Parent").

SECOND: The names of the entities party to the Merger are PlainsCapital Corporation, a Texas corporation, and Meadow Corporation, a Maryland corporation.

THIRD: The Surviving Corporation shall survive the Merger as a Maryland corporation. At the effective time of these Articles of Merger, the charter of the Surviving Corporation, as in effect immediately prior to such effective time, shall be amended, as set forth in Exhibit A hereto, in order to change the name of the Surviving Corporation from Meadow Corporation to PlainsCapital Corporation.

FOURTH: The Surviving Corporation is a corporation incorporated under the laws of the State of Maryland on May 8, 2012, pursuant to the Maryland General Corporation Law.

FIFTH: The principal office of the Surviving Corporation in the State of Maryland is located in Baltimore City.

SIXTH: The Merging Corporation is a corporation incorporated under the laws of the State of Texas, pursuant to the Texas Business Organization Code. The Merging Corporation's principal office in Texas, the state of its incorporation, is located at 2323 Victory Avenue, Suite 1400, Dallas, Texas 75219. The Merging Corporation is not qualified or registered to do business in the State of Maryland and does not have a principal office in the State of Maryland.

CUST ID:0002841248  
WORK ORDER:0004057628  
DATE:11-30-2012 12:04 PM  
AMT. PAID:\$198.00

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REEL: 005203 FRAME: 0624

SEVENTH: Neither the Surviving Corporation nor the Merging Corporation owns an interest in real property in the State of Maryland.

EIGHTH: The terms and conditions of the Merger were advised, authorized and approved by each of the Surviving Corporation and the Merging Corporation in the manner and by the vote required by, in the case of the Surviving Corporation, its charter, bylaws and the laws of the State of Maryland, and in the case of the Merging Corporation, its certificate of incorporation, bylaws and the laws of the State of Texas. The manners of approval by the Surviving Corporation and the Merging Corporation were as follows:

The Surviving Corporation:

(a) The Board of Directors of the Surviving Corporation, by written consent signed by all the members thereof and filed with the minutes of proceedings of such board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advisable and directing that the proposed transaction be submitted for consideration by the sole stockholder of the Surviving Corporation entitled to vote thereon.

(b) A consent in writing, setting forth approval of the terms and conditions of the transaction described herein as so proposed, was signed by the sole stockholder of the Surviving Corporation entitled to vote thereon, and such consent is filed with the records of stockholder meetings of the Surviving Corporation.

The Merging Corporation:

(a) The Board of Directors of the Merging Corporation adopted a resolution determining that the Merger, on the terms set forth in the Merger Agreement, is in the best interests of the Merging Corporation and its shareholders and directing that the Merger Agreement and the transactions contemplated thereby be submitted to the Merging Corporation's shareholders for approval at a duly held meeting of such shareholders.

(b) At a special meeting of the shareholders of the Merging Corporation duly called and held, the Merger was approved by the shareholders of the Merging Corporation by the vote and in the manner required by the certificate of incorporation of the Merging Corporation and Texas law.

NINTH: The charter and bylaws of the Surviving Corporation, in effect on the date of the Merger, shall continue in full force and effect as the charter and bylaws of the Surviving Corporation after the Merger, except that such documents are being amended in connection with the Merger to change the name of the Surviving Corporation from Meadow Corporation to PlainsCapital Corporation.

TENTH: The total number of shares of all classes of stock which the Surviving Corporation has the authority to issue is 1,100 consisting of: (a) 1,000 shares of common stock,

par value \$0.01 per share (the "Surviving Corporation Common Stock"), and (b) 100 shares of preferred stock, par value \$0.01 per share (the "Surviving Corporation Preferred Stock"). The aggregate par value of all of the shares of all classes of the Surviving Corporation is \$11.

ELEVENTH: The total number of shares of all classes of stock which the Merging Corporation has the authority to issue is 300,000,000, consisting of: (a) 100,000,000 shares of original common stock, par value \$0.001 per share ("PCC Original Common Stock"); (2) 150,000,000 shares of common stock, par value \$0.001 per share ("PCC Common Stock"); and (3) 50,000,000 shares of preferred stock, par value \$1.00 per share ("PCC Preferred Stock"), of which (a) 87,631 shares have been classified as Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the "PCC Series A Preferred Stock"), (b) 4,832 shares have been classified as Fixed Rate Cumulative Perpetual Preferred Stock, Series B ("PCC Series B Preferred Stock"), and (c) 114,068 shares have been classified as Non-Cumulative Perpetual Preferred Stock, Series C ("PCC Series C Preferred Stock"). The aggregate par value of all the shares of all classes of PCC is \$50,250,000.

TWELFTH: Upon the Effective Time (as defined herein), the Merging Corporation shall be merged into the Surviving Corporation and, thereupon, the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation and all leases, licenses, property, rights, privileges and powers of whatever nature and description of the Merging Corporation shall be transferred to, vested in, and devolved upon the Surviving Corporation, without further act or deed, subject to all of the debts and obligations of the Merging Corporation.

THIRTEENTH: Capitalized terms used and not defined in this Article Thirteenth shall have the meanings assigned to them in the Merger Agreement.

(a) Each share of PCC Original Common Stock issued and outstanding immediately prior to the Effective Time (as defined herein) of the Merger that are owned, directly or indirectly, by the Merging Corporation, the Surviving Corporation or Parent (other than shares of PCC Original Common Stock held in trust accounts, managed accounts, mutual funds and the like, or otherwise held in a fiduciary or agency capacity, that are beneficially owned by third parties, which shall include any shares of PCC Original Common Stock held in a rabbi or other trust for purposes of funding an Employee Benefit Plan (as defined in the Merger Agreement), and other than shares of PCC Original Common Stock held, directly or indirectly, by the Merging Corporation, the Surviving Corporation or Parent in respect of a debt previously contracted shall be cancelled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(b) Upon the Effective Time of the Merger (as defined herein), subject to Section 1.4 of the Merger Agreement, (1) each issued and outstanding share of PCC Original Common Stock (other than shares to be cancelled pursuant to clause (a) above) shall be converted into the right to receive \$9.00 and 0.776 of a newly issued, fully paid and

nonassessable share of common stock, par value \$0.01 per share of Parent (the "Hilltop Common Stock"), provided, however, that each holder of shares of PCC Original Common Stock converted pursuant to the Merger who would otherwise have been entitled to receive a fraction of a share of Hilltop Common Stock shall receive, in lieu thereof, cash, without interest, in an amount determined in accordance with the Merger Agreement, and (2) each issued and outstanding share of PCC Series C Preferred Stock shall be converted into one newly issued, fully paid and nonassessable share of Non-Cumulative Perpetual Preferred Stock, Series B, par value \$0.01 per share, of Parent (the "Hilltop Series B Preferred Stock").

(c) No shares of PCC Common Stock, PCC Series A Preferred Stock or PCC Series B Preferred Stock are outstanding as of the date hereof.

(d) Each share of Hilltop Common Stock, Hilltop Series B Preferred Stock, and Surviving Corporation Common Stock issued and outstanding immediately prior to the effective time of these Articles of Merger shall be unaffected by the Merger. No shares of Surviving Corporation Preferred Stock are outstanding as of the date hereof.

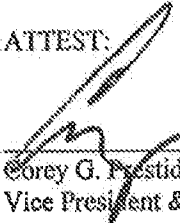
FOURTEENTH: The Merger shall become effective at 11:59 p.m., Eastern Standard Time, on November 30, 2012 (the "Effective Time").

FIFTEENTH: Each undersigned officer or authorized person, as the case may be, acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each officer or authorized person acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

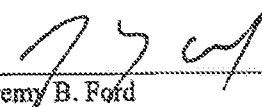
*[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]*

IN WITNESS WHEREOF, these Articles of Merger are hereby executed, as of November 30, 2012, in the name of and on behalf of the Surviving Corporation by its President and attested to by its Vice President and Secretary, and in the name of and on behalf of the Merging Corporation by its Chairman and Chief Executive Officer and attested to by its Executive Vice President and General Counsel.

ATTEST:

  
Corey G. Prestidge  
Vice President & Secretary

MEADOW CORPORATION:

  
Jeremy B. Ford  
President

ATTEST:

\_\_\_\_\_  
Scott J. Luedke  
Executive Vice President and General Counsel

PLAINSCAPITAL CORPORATION:

\_\_\_\_\_  
Alan B. White  
Chairman and Chief Executive Officer

IN WITNESS WHEREOF, these Articles of Merger are hereby executed, as of November 30, 2012, in the name of and on behalf of the Surviving Corporation by its President and attested to by its Vice President and Secretary, and in the name of and on behalf of the Merging Corporation by its Chairman and Chief Executive Officer and attested to by its Executive Vice President and General Counsel.

ATTEST:


MEADOW CORPORATION:

\_\_\_\_\_  
Corey G. Prestidge  
Vice President & Secretary

\_\_\_\_\_  
Jeremy B. Ford  
President

ATTEST:

PLAINSCAPITAL CORPORATION:

  
\_\_\_\_\_  
Scott J. Luedke  
Executive Vice President and General Counsel

  
\_\_\_\_\_  
Alan B. White  
Chairman and Chief Executive Officer



**EXHIBIT A**

**MEADOW CORPORATION**

**AMENDMENT TO ARTICLES OF INCORPORATION**

(1) The articles of incorporation (the "Articles") of Meadow Corporation, a Maryland corporation, are hereby amended by amending and restating in its entirety Article II of the Articles filed with the State Department of Assessments and Taxation of Maryland on May 8, 2012, as follows:

**"ARTICLE II**

**NAME**

The name of the corporation (the "Corporation") is: PlainsCapital Corporation."