

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
New Century Bank		04/05/2011	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Customers Bank		
Street Address:	99 Bridge Street		
City:	Phoenixville		
State/Country:	PENNSYLVANIA		
Postal Code:	19460		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85776768	EFFORTLESS BANKING	
Registration Number:	4395155	CONCIERGE BANKING	
Registration Number:	3837394	NOBODY WORKS HARDER FOR YOUR MONEY THAN	
Registration Number:	3952186	YOU'RE 1ST	
CORRESPONDENCE DATA			
Fax Number:	2156562498		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	215-656-3381		
Email:	pto.phil@dlapiper.com		
Correspondent Name:	IP GROUP OF DLA PIPER LLP (US)		
Address Line 1:	ONE LIBERTY PLACE		
Address Line 2:	1650 MARKET ST. SUITE 4900		
Address Line 4:	PHILADELPHIA, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	NCB (371395)		

CH \$115.00 85776768

NAME OF SUBMITTER:	Darius C. Gambino
Signature:	/DCG/
Date:	02/07/2014
Total Attachments: 9 source=CustomersBank#page1.tif source=CustomersBank#page2.tif source=CustomersBank#page3.tif source=CustomersBank#page4.tif source=CustomersBank#page5.tif source=CustomersBank#page6.tif source=CustomersBank#page7.tif source=CustomersBank#page8.tif source=CustomersBank#page9.tif	

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 5, 2014

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Customers Bank

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of
ARTICLES OF AMENDMENT-MISCELLANEOUS filed on April 5, 2011
which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

A handwritten signature in black ink, appearing to read "Carol Aichele".

Secretary of the Commonwealth

ARTICLES OF AMENDMENT

NEW CENTURY BANK

Commonwealth of Pennsylvania
Department of Banking

Pursuant to the provisions of Chapter 15 of the Banking Code of 1965 (Act No. 356 of 1965, as amended), NEW CENTURY BANK, desiring to amend its Articles of Incorporation hereby states that:

Article I. The name of the Institution is: New Century Bank.

Article II. The location and post office address of its principal place of business is 99 Bridge Street, Phoenixville, PA 19460.

Article III. The Institution was incorporated on March 25, 1994, under the provisions of the Banking Code of 1965, as amended.

Article IV. The Amendment to the Articles of Incorporation hereinafter set forth was adopted at the annual meeting of the shareholders of the Institution held at the Institution's headquarters at the Crowne Plaza Hotel, 1741 Papermill Road, Reading, Pennsylvania, on December 9, 2010, written notice of the time, place, and purpose of this meeting having been mailed on November 24, 2010, to each shareholder of record on October 31, 2010.

Article V. At the time of this Annual Meeting of the Shareholders of the Institution, there were 17,102,234 shares of Common Stock of the Institution entitled to vote on the amendment.

Article VI. At the time of the Annual Meeting of the Shareholders, 10,737,360 shares of Common Stock of the Institution were voted for the proposed amendment, 3,250 shares of Common Stock of the Institution were voted against the proposed amendment, and 250 shares of Common Stock of the Institution abstained.

Article VII. The Resolution adopted by the shareholders providing for the amendment was as follows:

RESOLVED, that the Articles of Incorporation of New Century Bank (the "Bank") be amended and restated in their entirety to read as set forth in Annex D to the Bank's proxy statement, mailed on November 24, 2010 for the annual meeting of shareholders of the Bank held on December 9, 2010, with such further changes as the Bank's regulators may require and such other changes consistent with the general intent of these resolutions as the Board of Directors of the Bank may hereafter authorize.

Article VIII. The Articles of Incorporation, amended and restated to give effect to the amendment set forth herein, are as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

TO THE DEPARTMENT OF BANKING OF
THE COMMONWEALTH OF PENNSYLVANIA:

In compliance with the requirements of the Pennsylvania Banking Code of November 30, 1965, P.L. 847, as amended, the undersigned hereby states that:

ARTICLE I

Name and Place of Business

Section 1 The name of the institution is Customers Bank (the "Bank").

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 8 Page(s)



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Section 2 The location and post office address of its principal place of business are at 99 Bridge Street, Phoenixville, PA 19460.

ARTICLE II

Purpose and Term

Section 1 The institution is incorporated for the purpose of receiving deposits, making loans and generally transacting all business permitted to a bank, as defined in the Banking Code of 1965, as amended, and under any present or future laws of the Commonwealth of Pennsylvania.

Section 2 The Bank is to have perpetual existence.

Section 3 The institution is incorporated under the provisions of the Banking Code of 1965, as amended.

ARTICLE III

Capitalization

Section 1 The total number of shares of all capital stock which the Bank shall have the authority to issue is 101,000,000 shares of capital stock consisting of:

- (a) 100,000,000 shares of common stock, par value \$1.00 per share, to be allocated, except as otherwise set forth herein, as follows:
 - (i) 75,000,000 shares of Voting Common Stock, par value \$1.00 per share ("Voting Common Stock"); and
 - (ii) 25,000,000 shares of Class B Non-Voting Common Stock, par value \$1.00 per share ("Class B Non-Voting Common Stock"), with the terms set forth in Article IV hereof;

Notwithstanding the foregoing, the Bank's Board of Directors is hereby authorized and vested with the authority to change the allocation of authorized common stock in its discretion, such that the board may, at any time, without further approval by the shareholders of the Bank, increase the number of authorized shares of Voting Common Stock by the number of authorized but unissued shares of Class B Non-Voting Common Stock, and the board may increase the number of authorized shares of Class B Non-Voting Common Stock by the number of authorized but unissued shares of Voting Common Stock.

- (b) 1,000,000 shares of Preferred Stock in one or more series, any series having such par value or no par value as may be determined by the Bank's Board of Directors from time to time as more fully provided in this Article.

Section 2 The Bank's Board of Directors is hereby authorized and vested with the exclusive authority to establish one or more additional series of common stock and one or more series of preferred stock, without further approval by the shareholders of the Bank, but nevertheless subject to compliance with provisions of applicable law including without limitation applicable provisions of the Pennsylvania Banking Code.

Section 3 As to any series of common or preferred stock hereafter established by the Bank's Board of Directors, whether or not the shares in such series have par value and, if so, the par value, whether or not the shares in such series have voting rights and if so whether such voting rights are full, limited, multiple or fractional, and the designations, preferences, qualifications, privileges, limitations, redemption provisions, options, conversion rights and other special rights attributable to the shares in such series, shall be as may be established and changed from time to time by a resolution or resolutions providing for the issue of such shares, in each case adopted by the Bank's Board of Directors. Without limiting the foregoing, the Board of Directors shall have authority to establish any and all of the following:

- (a) The distinctive serial designation and the number of shares constituting any 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, or 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 of 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 Bank;
- (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 Bank 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;
- (i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of serial preferred stock and whether such shares may be reissued as shares of the same or any other series of serial preferred stock;
- (j) Preferences as to dividends or assets which are prior or subordinate to or on parity with any other class or series; and
- (k) Designations, qualifications, privileges, limitations, redemption provisions, options, conversion rights and other special rights, including, but not limited to, voting rights, which are greater or lesser than or equal to those of any other class or series, whether or not the other shares are issued or outstanding at the time when the Board of Directors acts to determine them.

Section 4 Any of the terms of a class or series of preferred stock may be made dependent upon facts ascertainable outside of these articles, or outside of the resolution or resolutions providing for the issue of such shares adopted by the Board of Directors pursuant to the authority vested in the Board of Directors by this Article, provided that the manner in which the facts will operate upon the terms of the class or series is set forth in the resolution or resolutions providing for the issue of such shares adopted by the Board of Directors.

Section 5 No shareholder of any class of capital stock or any series of any class of capital stock shall have a pre-emptive right to purchase, pro rata or otherwise, additional shares of any class or series of capital stock or any other security of the Bank.

Section 6 The Board of Directors, in its sole discretion, has authority to sell any treasury stock and/or authorized but unissued stock or other securities of the Bank, or any options, warrants or other rights to purchase any of the foregoing, upon such terms as the Board of Directors deems advisable.

ARTICLE IV

Class B Non-Voting Common Stock

Section 1 Definitions. As used herein with respect to the Class B Non-Voting Common Stock:

- (a) "Conversion Agent" shall mean the Transfer Agent acting in its capacity as conversion agent for the Class B Non-Voting Common Stock, and its successors and assigns.
- (b) "Registrar" shall mean the Transfer Agent acting in its capacity as registrar for the Class B Non-Voting Common Stock, and its successors and assigns or any other registrar duly appointed by the Bank.
- (c) "Transfer Agent" means any transfer agent appointed by the Bank, acting as each of Transfer Agent, Registrar, paying agent and Conversion Agent for the Class B Non-Voting Common Stock, and its successors and assigns, including any successor transfer agent appointed by the Bank. The Bank may act as its own transfer agent.

Section 2 Ranking. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Bank, holders of Voting Common Stock and Class B Non-Voting Common Stock shall be entitled to receive an

equal amount per share of all the assets of the Bank of whatever kind available for distribution to holders of Voting Common Stock, after the rights of the holders of preferred stock have been satisfied.

Section 3 Dividends and Other Distributions. The holders of the Voting Common Stock and Class B Non-Voting Common Stock shall be entitled to receive an equal amount of dividends per share if, as and when declared from time to time by the Bank's Board of Directors. In no event shall any stock dividends or stock splits or combinations of stock be declared or made on Voting Common Stock or Class B Non-Voting Common Stock unless the shares of Voting Common Stock and Class B Non-Voting Common Stock at the time outstanding are treated equally and identically, provided that, in the event of a dividend of Voting Common Stock, shares of Class B Non-Voting Common Stock shall only be entitled to receive shares of Class B Non-Voting Common Stock and shares of Voting Common Stock shall only be entitled to receive shares of Voting Common Stock.

Section 4 Voting Rights. Except as otherwise required by law, herein or as otherwise provided in any statement of designations for any series of common or preferred stock, the holders of Voting Common Stock shall exclusively possess all voting power and each share of Voting Common Stock shall be entitled to one vote, and the holders of the Class B Non-Voting Common Stock shall have no voting power, and shall not have the right to participate in any meeting of stockholders or to have notice thereof, except as required by applicable law and except that any action that would significantly and adversely affect the rights of the Class B Non-Voting Common Stock, with respect to the modification of the terms of such stock or a dissolution, shall require the approval of the Class B Non-Voting Common Stock voting separately as a class.

Section 5 Other Rights, Preferences and Privileges. Except as expressly provided in this Article IV, the rights, preferences and privileges of the Voting Common Stock and Class B Non-Voting Common Stock shall be in all respects and for all purposes and in all circumstances absolutely and completely identical.

Section 6 Redemptions. The Class B Non-Voting Common Stock shall not be redeemable either at the Bank's option or at the option of holders at any time. The Class B Non-Voting Common Stock shall not be subject to any sinking fund or other obligations to redeem, repurchase or retire the Class B Non-Voting Common Stock.

Section 7 Listing; Registration. In the event the Bank lists the Voting Common Stock on any national securities exchange or quotation system or registers the Voting Common Stock under the Securities Act of 1933, as amended (the "Securities Act"), it shall also list the shares of Class B Non-Voting Common Stock at the same time, to the extent such listing or registration is permitted and reasonably feasible. To the extent that a conversion of the Class B Non-Voting Common Stock to Voting Common Stock requires, as a condition thereto, the registration of additional shares of Voting Common Stock under the Securities Act, the Bank shall take such action as may be required to complete such registration on or before the effective date of such conversion.

Section 8 Reservation of Voting Common Stock.

- (a) The Bank shall at all times reserve and keep available out of its authorized and unissued Voting Common Stock, solely for issuance upon the conversion of shares of Class B Non-Voting Common Stock as provided in this Article IV, free from any preemptive or other similar rights, such number of shares of Voting Common Stock as shall from time to time be issuable upon the conversion of all the shares of Class B Non-Voting Common Stock then outstanding. The conversion of authorized Class B Non-Voting Common Stock to authorized Voting Common Stock in accordance with these articles or any agreement with a holder of Class B Non-Voting Common Stock shall, so long as it is effective, be deemed to comply with the foregoing obligation.
- (b) All shares of Voting Common Stock delivered upon conversion of the Class B Non-Voting Common Stock shall be duly authorized, validly issued, fully paid and non-assessable.

Section 9 Transfer Agent Registrar, Paying Agent and Conversion Agent. The duly appointed Transfer Agent; Registrar, paying agent and Conversion Agent for the Class B Non-Voting Common Stock shall initially be StockTrans. The Bank may, in its sole discretion, remove the Transfer Agent; provided that the Bank shall appoint a successor transfer agent who shall accept such appointment prior to the effectiveness of such removal.

Section 10 Miscellaneous.

- (a) The Bank will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the conversion of shares of Class B Non-Voting Common Stock into shares of Voting Common Stock; provided, however, that the Bank shall not be required to pay any tax that may be payable in respect of any transfer involved in the issue or delivery of shares of Voting Common Stock or other securities or property in a name other than that of the holder of Class B Non-Voting Common Stock to be converted and no such issue or

delivery shall be made unless and until the person requesting such issue or delivery has paid to the Bank the amount of any such tax or established, to the reasonable satisfaction of the Bank, that such tax has been paid.

- (b) Whenever possible, each provision hereof shall be interpreted in a manner as to be effective and valid under applicable law, but if any provision hereof is held to be prohibited by or invalid under applicable law, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions hereof. If a court of competent jurisdiction should determine that a provision hereof would be valid or enforceable if a period of time were extended or shortened or a particular percentage were increased or decreased, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.
- (c) The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.
- (d) If any of the voting powers, preferences and relative participating, optional and other special rights of Class B Non-Voting Common Stock and qualifications, limitations and restrictions thereof set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other voting powers, preferences and relative participating, optional and other special rights of Class B Non-Voting Common Stock and qualifications, limitations and restrictions thereof set forth herein that can be given effect without the invalid, unlawful or unenforceable voting powers, preferences and relative participating, optional and other special rights of Class B Non-Voting Common Stock and qualifications, limitations and restrictions thereof shall, nevertheless, remain in full force and effect, and no voting powers, preferences and relative participating, optional or other special rights of Class B Non-Voting Common Stock and qualifications, limitations and restrictions thereof herein set forth shall be deemed dependent upon any other such voting powers, preferences and relative participating, optional or other special rights of Class B Non-Voting Common Stock and qualifications limitations and restrictions thereof unless so expressed herein.
- (e) The Class B Non-Voting Common Stock shall have the rights, designations, preferences and limitations set forth in this Article IV and in any statement of designations hereafter adopted by the Bank's Board of Directors, provided that any modification that would significantly and adversely affect the rights of holders of the Class B Non-Voting Common Stock shall require the approval of the Class B Non-Voting Common Stock voting separately as a class. All prior statements of designation with respect to the Class B Non-Voting Common Stock are superseded in their entirety by the provisions of these articles.

ARTICLE V

Ownership Limitation

Section 1 Except as provided in Article V, Section 2, no shareholder may have Holdings (as defined in Section 4 of this Article) of shares that exceed twenty-five percent (25%) of the issued and outstanding shares of Common Stock.

Section 2 Upon the resolution of at least two-thirds of the Board of Directors, the restriction imposed by Article V, Section 1 may be waived with respect to the Holdings of any shareholders.

Section 3 If any shareholder acquires Holdings which cause the violation of the restriction contained in Article V, Section 1, the Board of Directors may (i) terminate all voting rights attributable to the shares owned beneficially by such shareholder (the "Substantial Shareholder") during the time that Article V, Section 1 is being violated; (ii) commence litigation to require the divestiture of such amount of the shares so that after such divestiture the shareholder would no longer be in violation of the restriction contained in Article V, Section 1; or (iii) take such other action as is appropriate under the circumstances.

Section 4 A shareholder's Holdings, as such term is used in this Article V are: (i) the Common Stock the shareholder owns of record; (ii) the Common Stock to which the shareholder has direct or indirect beneficial ownership and (iii) the Common Stock owned of record or beneficially (as defined in this Section) by other shareholder(s) acting together with the shareholder as a group for the purpose of acquiring, holding or disposing of Common Stock (such group is hereinafter referred to as a "Shareholder Group"). The Board of Directors may use, but is not necessarily limited to, the following indicia to determine "beneficial ownership": the effect of stock ownership by a person's spouse and minor children; ownership of shares held by a corporation or foundation of which a Substantial Shareholder is an officer or affiliate; the extent of a Substantial Shareholder's ownership of partnership shares; transfers pursuant to divorce; installment purchases; stock warrants, grants and options; control over the voting power of any stock; the status of a Substantial Shareholder as trustee, trust beneficiary or settlor of a trust of which part or all of the corpus is shares of the common stock of the Bank; and stock dividends. The Board of Director's determination of the

existence and membership of a Shareholder Group, of a shareholder's Holdings and of the record are conclusive, absent proof of bad faith.

Section 5 This Article V may not be amended unless approved by the affirmative vote of at least two-thirds (2/3) of the outstanding shares of Common Stock of the Bank.

ARTICLE VI

Control Transactions

Section 1 Section 1610 of the Banking Code of 1965 (relating to the right of shareholders to receive payment for shares following a control transaction) shall not apply to the institution.

ARTICLE VII

[Omitted.]

ARTICLE VIII

Acquisition Offers

Section 1 The Board of Directors may, if it deems it advisable, oppose a tender, or other offer for the Bank's securities, whether the offer is in cash or in the securities of a corporation or otherwise. When considering whether to oppose an offer, the Board of Directors may, but is not legally obligated to, consider any relevant or pertinent issue; by way of illustration, but not of limitation, the Board of Directors may, but shall not be legally obligated to, consider any or all of the following:

- (a) whether the offer price is acceptable based on the historical and present operating results or financial condition of the Bank;
- (b) whether a more favorable price could be obtained for the Bank's securities in the future;
- (c) the social and economic effects of the offer or transaction on this Bank and any of its subsidiaries, employees, depositors, loan and other customers, creditors, shareholders and other elements of the communities in which this Bank and any of its subsidiaries operate or are located;
- (d) the business and financial conditions and earnings prospects of the offeror, including, but not limited to, debt service and other existing or likely financial obligations of the offeror, and the possible affect of such conditions upon this Bank and any of its subsidiaries and the other elements of the communities in which this Bank and any of its subsidiaries operate or are located;
- (e) the value of the securities (if any) which the offeror is offering in exchange for the Bank's securities, based, on an analysis of the worth of the Bank as compared to the corporation whose securities are being offered;
- (f) any antitrust or other legal and regulatory issues that are raised by the offer.

Section 2 If the Board of Directors determines that an offer should be rejected, it may take any lawful action to accomplish its purpose including, but not limited to, the following: advising shareholders not to accept the offer; litigation against the offeror; filing complaints with all governmental and regulatory authorities; acquiring securities; selling or otherwise issuing authorized but unissued securities or treasury stock or granting options with respect thereto; acquiring a company to create an antitrust or other regulatory problem for the offeror; or obtaining a more favorable offer from another individual or entity.

Section 3 This Article VIII may not be amended unless first approved by the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of common stock of the Bank.

ARTICLE IX

Special Voting and Concurrence Provision

Section 1 The Bylaws may be altered, amended or repealed by the affirmative vote of the holders of two-thirds (2/3) of the outstanding shares of Common Stock at regular or special meeting duly convened after notice to the shareholders of that purpose, or by a majority vote of the members of the Board of Directors at any regular or special meeting thereof duly convened after notice to the directors of that purpose, (except the directors shall not make or alter any bylaws fixing their qualification,

classification or term of office) subject always to the power of the shareholders to change such action of the Board of Directors by the affirmative vote of the holders of two-thirds (2/3) of the outstanding shares of Common Stock.

Section 2 No merger, consolidation, liquidation or dissolution of the Bank nor any action that would result in the sale or other disposition of all or substantially all of the assets of the Bank shall be valid unless first approved by the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of common stock of the Bank.

Section 3 This Article IX may not be amended unless first approved by the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of common stock of the Bank.

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IN TESTIMONY WHEREOF, the undersigned has caused these Articles of Amendment to be signed by its Chief Operating Officer and its corporate seal, duly attested by its Secretary, to be hereunto affixed this 29th day of December, 2010.


ATTEST: (Corporate Seal)

NEW CENTURY BANK

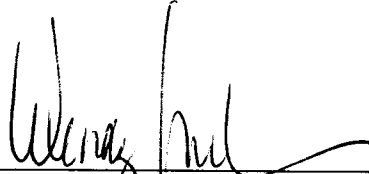
By:


Gertrude M. Mackney
Secretary

By:


Richard A. Ehst
President & Chief Operating Officer

Approval is hereby granted by the Department of Banking for the Articles of Amendment of NEW CENTURY BANK, Phoenixville, Pennsylvania, which amend the institution's Articles of Incorporation to change the name of the institution to "Customers Bank," increase the number of authorized shares of the institution's common stock, and designate the terms of Class B Non-Voting Common Stock, this **5th day of April, A.D. 2011**, to be effective on this date.



Wendy S. Spidher
Deputy Secretary of Banking