

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM337046

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HarborOne Credit Union		06/27/2013	Credit Union: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HarborOne Bank		
<b>Street Address:</b>	68 Legion Parkway		
<b>City:</b>	Brockton		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02301		
<b>Entity Type:</b>	Cooperative Bank: MASSACHUSETTS		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2895016	HARBORONE	
<b>Registration Number:</b>	2969607	HARBORONE	
<b>Registration Number:</b>	3922825	HARBORONE U	
<b>Registration Number:</b>	4211051	EMBRACE THE DIFFERENCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5088981502		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	5088981501		
<b>Email:</b>	trademarks@mirickoconnell.com		
<b>Correspondent Name:</b>	Michael A. Refolo, Esq.		
<b>Address Line 1:</b>	Mirick O'Connell DeMallie & Lougee LLP		
<b>Address Line 2:</b>	1800 West Park Drive, Suite 400		
<b>Address Line 4:</b>	Westborough, MASSACHUSETTS 01581		
<b>ATTORNEY DOCKET NUMBER:</b>	13513-00026		
<b>NAME OF SUBMITTER:</b>	Michael A. Refolo		
<b>SIGNATURE:</b>	/Michael A. Refolo/		
<b>DATE SIGNED:</b>	04/02/2015		
<b>Total Attachments: 8</b>			

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# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION

~~(General Laws, Chapter 150B)~~  
(General Laws, Chapter 171, Section 80A and  
Chapter 170, Section 26H)

### ARTICLE I



The exact name of the corporation is:

HarborOne Bank

### ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See Article 4 of the Articles of  
Organization, attached hereto as  
Exhibit A and incorporated herein  
by reference.

  
Examiner  
  
Name  
Approved

- C
- P
- M
- R.A.

9  
P.C.

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

**ARTICLE III**

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	None	Common:	None	
Preferred:	None	Preferred:	None	

**ARTICLE IV**

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not applicable.

**ARTICLE V**

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Not applicable.

**ARTICLE VI**

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See the attached Articles of Organization.

*\*\*If there are no provisions state "None".*

*Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.*

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**ARTICLE VII**

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.  
July 1, 2013 at 12:01 a.m.

**ARTICLE VIII**

The information contained in Article VIII is not a permanent part of the Articles of Organization.

- a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:  
68 Legion Parkway, Brockton, MA 02301
- b. The name, residential address and post office address of each director and officer of the corporation is as follows:

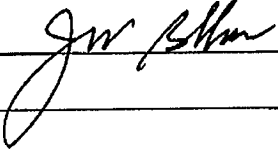
NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: James W. Blake		
Treasurer: Joseph F. Casey		
Clerk: James W. Blake		
Directors: Please see attached Appendix A.		

- c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:  
December
- d. The name and business address of the resident agent, if any, of the corporation is:  
Not applicable

**ARTICLE IX**

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B\* and do hereby sign these Articles of Organization as incorporator(s) this 26th day of June, 20 13,

James W. Blake, President and Chief Executive Officer 

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\*171 and 170

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

OK # 1322105

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

General Laws, Chapter 171, Section 80A and Chapter 170, Section 26

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475<sup>00</sup> having been paid, said articles are deemed to have been filed with me this 27<sup>th</sup> day of June 20 13.

Effective date: July 1, 2013 at 12:01 a.m.

*William Francis Galvin*

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECRETARY OF THE  
COMMONWEALTH  
2013 JUN 27 PM 2:20  
DEPT OF REVENUE & EMERGENCY

1201305

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

I hereby approve the within Articles of Organization.

6/27/13  
Date

*[Signature]*  
Commissioner of Banks

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Judith B. Phillips, Esq.

Goodwin Procter LLP, Exchange Place

Boston, MA 02109

Telephone: (617) 570-1000

**EXHIBIT A**

**ARTICLES OF ORGANIZATION**

**OF**

**HARBORONE BANK**

WHEREAS, HarborOne Credit Union (the "Credit Union") is a Massachusetts-chartered credit union organized under Chapter 171 of the Massachusetts General Laws; and

WHEREAS, the Credit Union shall, upon consummation of the Plan of Charter Conversion of the Credit Union dated March 21, 2012, (the "Conversion"), become a co-operative bank in mutual form organized under Chapter 170 of the Massachusetts General Laws (the "Bank");

NOW, THEREFORE, the charter of the Bank is set forth below:

**ARTICLE 1 - Name.**

The exact name of the Bank is "HarborOne Bank."

**ARTICLE 2 - Main Office.**

The main office of the Bank shall be located at 68 Legion Parkway, Brockton, MA, 02301, and may be changed from time to time by the Board of Directors of the Bank and pursuant to the requirements of Chapter 167C, Section 2 of the Massachusetts General Laws.

**ARTICLE 3 - Duration.**

The duration of the Bank is perpetual.

**ARTICLE 4 - Nature and Powers.**

The Bank shall be a co-operative bank in mutual form organized under Chapter 170 of the Massachusetts General Laws. The Bank shall have and may exercise all powers and authority, express and implied, available to it under Chapter 170 of the Massachusetts General Laws, as it may be amended from time to time, and under all other applicable state and federal law.

**ARTICLE 5 - Shareholders.**

The shareholders of the Bank shall be each person who is recorded on the books of the Bank as the holder of one or more shares or accounts in accordance with Chapter 170, Section 8 of the Massachusetts General Laws.

**ARTICLE 6 - Directors.**

The Bank shall have a Board of Directors which shall initially consist of those persons who are named as Directors in Appendix A attached hereto and who meet the qualifications for the position of Director set forth in the By-Laws of the Bank. Such initial Directors shall continue to serve as Directors for the terms set forth in Appendix A, subject to the provisions of the By-Laws of the Bank. Directors shall otherwise be elected as provided in the By-Laws of the Bank.

**ARTICLE 7 - By-Laws.**

The affairs of the Bank shall be governed in accordance with the By-Laws of the Bank, as initially adopted at a special meeting of the members of the Credit Union held on March 11, 2013. Amendments to the By-Laws shall be made in accordance with applicable law.

**ARTICLE 8 - Liquidation and Dissolution.**

**Section 1. Liquidation and Dissolution.**

The Bank may liquidate its affairs and be dissolved in accordance with the procedures set forth in Chapter 170, Section 27 of the Massachusetts General Laws, as it may be amended from time to time.

**Section 2. Liquidation Rights.**

All persons who had liquidation rights pursuant to Chapter 171, Section 81 of the Massachusetts General Laws with respect to the Credit Union prior to the Conversion will continue to have such rights solely with respect to the Bank following such Conversion pursuant to Chapter 170, Section 27 of the Massachusetts General Laws. All existing and future shareholders of the Bank shall have liquidation rights in the Bank pursuant to Chapter 170, Section 27.

**Section 3. Limitations.**

Liquidation rights accorded shareholders under Chapter 170, Section 27 of the Massachusetts General Laws shall relate to the liquidation of the Bank and not to the liquidation or other disposition of any asset or group of assets owned by the Bank, including without limitation any subsidiary which may be owned in whole or in part by the Bank. No merger, consolidation, disposition or acquisition of assets or liabilities or other similar transaction or



business combination to which the Bank is a party or otherwise involving the Bank will constitute a liquidation for the purposes of this Article 7, whether the Bank is or is not the surviving entity in such transaction or combination. Only a liquidation of the Bank in accordance with in Chapter 170, Section 27 of the Massachusetts General Laws will constitute a liquidation for the purposes of this Article 7.

**ARTICLE 9 - Indemnification.**

The Directors, officers and employees of the Bank shall be indemnified to the extent provided in the By-Laws of the Bank.

**ARTICLE 10 - Amendment of Articles .**

These Articles of Organization may be amended by a majority vote of the shareholders present in person and voting at a duly constituted regular or special meeting of shareholders; *provided, however*, that the notice for such meeting must state that a purpose of the meeting is to consider and act upon a proposed amendment to these Articles of Organization and shall include the text of the proposed amendment or a summary thereof.



THE COMMONWEALTH OF MASSACHUSETTS  
DIVISION OF BANKS  
1000 Washington Street, 10<sup>th</sup> Floor, Boston, Massachusetts 02118

DEVAL L. PATRICK  
GOVERNOR

GREGORY BIALECKI  
SECRETARY OF HOUSING AND  
ECONOMIC DEVELOPMENT

BARBARA ANTHONY  
UNDERSECRETARY, OFFICE OF  
CONSUMER AFFAIRS AND  
BUSINESS REGULATION

DAVID J. COTNEY  
COMMISSIONER OF BANKS

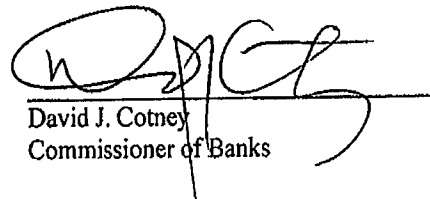
CERTIFICATE TO TRANSACT BUSINESS

Acting under the powers conferred by Massachusetts General Laws, chapter 171, section 80A, I hereby certify that HarborOne Credit Union, Brockton, Massachusetts complied with all requirements of said section 80A to convert to a mutual co-operative bank organized under Massachusetts General Laws chapter 170. HarborOne Credit Union is hereby authorized to begin the transaction of business of a Massachusetts chartered mutual co-operative bank as

HARBORONE BANK

Brockton, in said Commonwealth, operating under the authorities of Massachusetts General Laws chapter 170 and other applicable statutes effective as of July 1, 2013.

IN TESTIMONY WHEREOF I hereby affix my name at Boston, Massachusetts this 26<sup>th</sup> day of June, 2013.

  
David J. Cotney  
Commissioner of Banks