

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM445689

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HomeTrust Bank, National Association		12/31/2015	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	HomeTrust Bank		
Street Address:	10 Woodfin St		
City:	Asheville		
State/Country:	NORTH CAROLINA		
Postal Code:	28801		
Entity Type:	Chartered Bank: NORTH CAROLINA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3991075	HOMETRUST BANK SINCE 1926	
Registration Number:	3900074		
Registration Number:	4474745	BETTER	
Registration Number:	3991076	HOMETRUST BANKING PARTNERSHIP	
Registration Number:	2780506	HOMETRUST BANK	
CORRESPONDENCE DATA			
Fax Number:	2023375502		
<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>			
Phone:	2022766122		
Email:	bla@sftlaw.com		
Correspondent Name:	Brian L. Alpert		
Address Line 1:	3299 K St NW Ste 100		
Address Line 4:	Washington, D.C. 20007-4444		
NAME OF SUBMITTER:	Brian L. Alpert		
SIGNATURE:	/bla/		
DATE SIGNED:	10/03/2017		
Total Attachments: 12			
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**ORDER OF THE COMMISSIONER OF BANKS
WAKE COUNTY, NORTH CAROLINA
DOCKET NUMBER 15:032:B**

There have come before the Commissioner of Banks the following:

RESTATED ARTICLES OF INCORPORATION AND APPLICATION BY HOMETRUST BANK, NATIONAL ASSOCIATION, ASHEVILLE, BUNCOMBE COUNTY, NORTH CAROLINA, FOR AUTHORITY TO CONVERT FROM A FEDERALLY-CHARTERED NATIONAL BANK TO A NORTH CAROLINA STATE-CHARTERED COMMERCIAL BANK.

There have come before the Commissioner of Banks (“Commissioner”) an Application and restated Articles of Incorporation of HomeTrust Bank, National Association (“Applicant”), Asheville, Buncombe County, North Carolina, for authority to convert from a federally-chartered national bank to a North Carolina-chartered commercial bank, to be known as HomeTrust Bank, Asheville, Buncombe County, North Carolina, pursuant to N.C.G.S. § 53C-7-301.

This Application was filed on October 2, 2015.

Based upon an examination of the Application and supporting materials, review of the most recent reports of examination prepared by the Office of Comptroller of the Currency, an onsite review of corporate governance, financial and organizational structuring information, written policies, and discussions with Applicant’s management, the Commissioner of Banks hereby makes the following:

FINDINGS OF FACT

1. Applicant, a federally-chartered national bank operates from its current main office in Asheville, Buncombe County, North Carolina, and 38 branch offices located in North Carolina, South Carolina, Tennessee, and Virginia. Applicant is under the supervisory jurisdiction of the Office of the Comptroller of the Currency and its deposits are insured by the Federal Deposit Insurance Corporation (“FDIC”). As of September 30, 2015, Applicant held total assets of \$2.7 billion, total deposits of \$1.8 billion, and equity capital of \$324 million. Applicant is profitable, well- capitalized, financially sound, and satisfactorily managed.

2. Applicant is a wholly-owned subsidiary of HomeTrust Bancshares, Inc. (“HTB”), a bank holding company located in Asheville, Buncombe County, North Carolina.

Charter Conversion; HomeTrust Bank, National Association to a State-Chartered Commercial Bank

3. On July 27, 2015, the Boards of Applicant and HTB approved a Resolution for the conversion and authorized and directed management to perform such actions as are necessary to accomplish the conversion of Applicant to a North Carolina-chartered commercial bank. The business plan of the bank will remain essentially unchanged following the conversion. There are no plans to increase or decrease capital in connection with the proposed conversion.

4. Applicant has submitted a plan of conversion by which the charter conversion is to be effected. At the effective time, the restated Articles of Incorporation will be filed with the Secretary of State, the outstanding shares of Applicant's common stock will remain outstanding, and Applicant will become a North Carolina-chartered commercial bank.

5. On July 27, 2015, the Boards of Applicant and HTB approved Applicant's Plan of Conversion, with conditions of conversion enumerated therein.

6. Upon conversion to a North Carolina-chartered commercial bank, Applicant will operate under restated Articles of Incorporation and Bylaws, and will be subject to regulation and examination by the Commissioner and the Federal Reserve Bank of Richmond. Deposits of the bank will remain insured by the FDIC.

7. No change to the Applicant's Board of Directors or executive management is contemplated with the conversion. Examination of all records and information available pertaining to this Application, indicates the current Board of Directors and executive management are qualified by character, competency, and experience to control and operate the Applicant in a legal and proper manner. The interests of the Applicant's customers, creditors, and shareholders will not be materially or adversely affected by the proposed conversion.

8. On the basis of an examination of the Application and supporting information and all facts available to this office, the Commissioner finds that Applicant has satisfied the requirements of N.C.G.S. § 53C-7-301 for conversion from a federally-chartered national bank to a North Carolina-chartered commercial bank.

Based on the foregoing Findings of Fact, the Commissioner makes the following:

CONCLUSIONS OF LAW

1. Pursuant to N.C.G.S. § 53C-7-301, *et. seq.*, Applicant may lawfully convert from a federally-chartered national bank to a North Carolina-chartered commercial bank, to be known as HomeTrust Bank, subject to the conditions enumerated in this Order.

APPROVAL


NOW, THEREFORE, based on the foregoing, I, Rowe Campbell, Chief Deputy Commissioner of Banks, hereby approve the application by HomeTrust Bank, National Association, Asheville, Buncombe County, North Carolina, for authority to convert from a federally-chartered national bank to a North Carolina-chartered commercial bank, pursuant to N.C.G.S. § 53C-7-301, *et. seq.* and to operate in all the locations currently authorized for Applicant.

This approval is subject to and conditioned upon the following:

1. That Applicant obtain all such other approvals of this transaction as may be required by any other supervisory agency of competent jurisdiction.
2. That, upon conversion, HomeTrust Bank's Tier 1 Leverage and Total Risk-Based Capital ratios shall not be appreciably less than Applicant's Tier 1 Leverage and Total Risk-Based Capital ratios as reflected in the conversion application and supporting materials.
3. That, prior to the conversion taking effect, the Commissioner shall certify and the Applicant shall have filed with the North Carolina Secretary of State, satisfactory restated Articles of Incorporation to effect the conversion.
4. That the conversion be completed not later than six months following the date of approval, unless the Commissioner shall grant prior written approval for an extension.
5. That, until such time as the conversion is effected, the Commissioner shall have authority to modify, suspend, or rescind this approval should any interim development be deemed to warrant such action.

Charter Conversion: HomeTrust Bank, National Association, to a State-Chartered Commercial Bank

This the 8 day of December, 2015.



Rowe Campbell
Chief Deputy Commissioner of Banks



State of North Carolina

OFFICE OF THE COMMISSIONER OF BANKS

PAT McCRORY
GOVERNOR

RAY GRACE
COMMISSIONER OF BANKS

December 9, 2015

Tony J. VunCannon
Executive Vice President/Chief Financial Officer/Treasurer
HomeTrust Bank, National Association
10 Woodfin Street
Asheville, North Carolina 28802

Re: **Charter Conversion; HomeTrust Bank, National Association, Asheville, North Carolina**

Dear Mr. VunCannon:

By Order of the Commissioner of Banks, a copy of which is enclosed, the charter conversion application of HomeTrust Bank, National Association, Asheville, North Carolina, to convert from a federally-chartered national bank to a North Carolina-chartered commercial bank, to be known as HomeTrust Bank, is hereby approved. The approval is effective upon satisfaction of the conditions for approval enumerated in the Order.

Please contact Paralegal Lonnie Christopher at 919-715-7438 or lchristopher@nccob.gov to coordinate the filing of your amended and restated Articles of Incorporation with the North Carolina Secretary of State. In addition, please notify Lisa Johnson at 919-733-0593 or ljohnson@nccob.gov in advance of the conversion date, so we may issue the appropriate certificate.

This agency has established a "Self Evaluation Program" for all commercial and savings banks that we regulate, whereby these institutions provide financial data to us on a monthly basis. The program serves as an early warning system developed to monitor the financial condition and performance of our regulated banks in-between on-site examinations. It also functions as a useful analysis tool for bank management. Participation in the program is **mandatory**; therefore, please contact Senior Financial Analyst Michelle Gresham at 919-733-1135 or mgresham@nccob.gov to set up an account.

LOCATION: 316 W. EDENTON STREET, RALEIGH, NC 27603
MAILING ADDRESS: 4309 MAIL SERVICE CENTER, RALEIGH, NC 27699-4309
(919) 733-3016 • FAX (919) 733-8918 • INTERNET: WWW.NCCOB.GOV
AN EQUAL OPPORTUNITY/AFFIRMATIVE ACTION EMPLOYER

TRADEMARK
REEL: 006171 FRAME: 0062

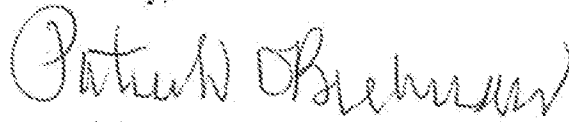
North Carolina General Statute 53C-4-5(c) states, in part, that following a director's election or appointment, the director shall, solely for purposes of any action or proceeding that may thereafter be brought by the Commissioner, consent to the jurisdiction of the Commissioner and the General Court of Justice for North Carolina and to venue in Wake County, North Carolina. Upon conversion, please have each director complete Form 70 – Qualifications of Bank Directors (Form 70) in its entirety and return the originally-signed forms to Lisa Johnson (contact information above). Form 70 can be found at the following internet address: <http://www.nccob.org/Public/financialinstitutions/banks/bankaff.aspx>.

We encourage your Board of Directors to attend *Directors' College* presented by this agency in cooperation with the Federal Deposit Insurance Corporation. Directors' College is held annually through two sessions and attendance is limited. We would also like to invite you to the 2016 Updates and Emerging Issues for Bank Directors presented in conjunction with North Carolina State University's Poole College of Management-Enterprise Risk Management Initiative. For questions regarding either event, please contact Director of Regulatory Training Melanie Ford at (919) 715-6312 or mford@nccob.gov.

Enclosed is a copy of the North Carolina General Statutes for your reference. The General Statutes, as well as the North Carolina Administrative Code, can be accessed on our website at www.nccob.org.

We wish you every success in serving the needs of your communities and operating as a North Carolina-chartered commercial bank. If you have any questions, please contact me at (919) 715-7729 or pbrennan@nccob.gov.

Sincerely,



Patrick D. Brennan
Director of Bank Supervision

Enclosure(s)

cc: Mr. Toney M. Bland, Senior Deputy Comptroller, Office of the Comptroller of the Currency
Mr. Adam Drimer, Assistant Vice President, Federal Reserve Bank of Richmond

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOMETRUST BANK**

ARTICLE I

Section 1.1. Name. The name of the corporation is HomeTrust Bank (the "Bank").

Section 1.2. Purpose. The purpose of the Bank and the nature of its business is to pursue any or all of the lawful objectives of a commercial bank, trust company and safe deposit company, or any of them, chartered under the provisions of the General Statutes of North Carolina, and to exercise all of the express, implied and incidental powers conferred thereby and all acts amendatory thereof and supplemental thereto, subject to the Constitution and the laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules, regulations and orders of the appropriate regulatory authorities.

Section 1.3. Duration. The duration of the Bank is perpetual.

ARTICLE II

Section 2.1. Total Authorized Shares of Capital Stock. The Bank shall have authority to issue a total of 70,000,000 shares of capital stock, divided into classes as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock	60,000,000	no par value per share
Preferred Stock	10,000,000	no par value per share

Section 2.2. Common Stock. The shares of Common Stock shall be of one and the same class. Subject to the rights of holders of the Preferred Stock as determined by the Board of Directors pursuant to Section 2.3 hereof and by the North Carolina Business Corporation Act

("NCBCA") as now constituted or hereafter amended, the holders of shares of Common Stock shall have one vote and shall be entitled to participate pro rata after preferential rights of holders of Preferred Stock in the distribution of the net assets of the Bank upon dissolution.

Section 2.3. Preferred Stock. The shares of Preferred Stock may be issued from time to time by the Bank, and the Board of Directors may create and divide such shares into series within that class, and such shares and the shares of each such series shall have such voting powers, full or limited, or no voting powers, and such designations, preferences, limitations and relative rights (or qualifications, conditions or restrictions thereon) as the Board of Directors may and hereby is authorized to determine, subject to any required approval by the North Carolina Commissioner of Banks as required by law.

ARTICLE III

The street address, mailing address and county of the principal and registered office of the Bank is 10 Woodfin Street, Asheville, Buncombe County, North Carolina 28801. The name of the initial registered agent is Dana L. Stonestreet.

ARTICLE IV

To the fullest extent the law of North Carolina as it exists on the effective date of this Article, or as it may thereafter be amended, permits the elimination of liability of directors, no director of the Bank shall be personally liable to the Bank or to any of its shareholders for monetary damages for breach of any duty as a director. No amendment to or repeal of this Article, nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption. The provisions of this Article shall not be

deemed to limit or preclude indemnification of a director by the Bank for any liability of a director which has not been eliminated by the provisions of this Article.

ARTICLE V

The provisions of Article 9 and Article 9A of the NCBCA entitled "The North Carolina Shareholder Protection Act" and "The North Carolina Control Share Acquisition Act," respectively, shall not be applicable to the Bank.

ARTICLE VI

Section 6.1. Board of Directors. The number of directors of the Bank shall be fixed from time to time as provided in the Bank's Bylaws within the range of a minimum of five (5) directors and a maximum of 25 directors, with each director being elected to a term ending as of the next succeeding annual meeting of shareholders or until his or her earlier death, resignation, retirement, removal or disqualification or until his or her successor shall be elected and shall qualify.

Any vacancy occurring in the Board of Directors, including without limitation a vacancy resulting from an increase in the number of directors or from the failure by the shareholders to elect the full authorized number of directors, may be filled by the Board of Directors. If the directors remaining in office do not constitute a quorum, the directors may fill the vacancy by the affirmative vote of a majority of the remaining directors or by the sole remaining director. If the vacant office was held by a director elected by a voting group, only the remaining director or directors elected by that voting group or the holders of shares of that voting group are entitled to fill the vacancy.

Section 6.2. Removal of Directors. The shareholders may remove a director prior to the end of the director's term with or without cause.

ARTICLE VII

The Bank is the resulting entity of the conversion of HomeTrust Bank, National Association from a national bank into a North Carolina chartered bank pursuant to Section 53C-7-301 of the North Carolina General Statutes and with the effect set forth therein (the "Conversion").

ARTICLE VIII

These Amended and Restated Articles of Incorporation shall be effective and the Conversion shall be consummated as of 4:59:59 o'clock, p.m., on December 31, 2015.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of HomeTrust Bank, hereunto duly authorized, has set his hand and affixed his seal as of the 21st day of December, 2015.



Dana L. Stonestreet
President and Chief Executive Officer

STATE OF NORTH CAROLINA

COUNTY OF BUNCOMBE

I certify that Dana L. Stonestreet personally appeared before me this day, acknowledging to me that he voluntarily signed the foregoing Amended and Restated Articles of Incorporation for the purpose stated therein and in the capacities indicated.

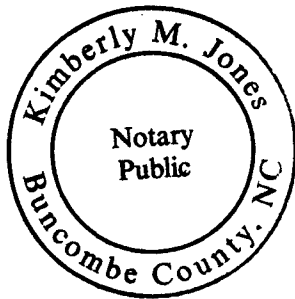
Date: 21st of December, 2015

Kimberly M. Jones
Notary Signature

Kimberly M Jones
Notary Printed Name

(Official Seal)

My commission expires: My Commission Expires 03-20-2019



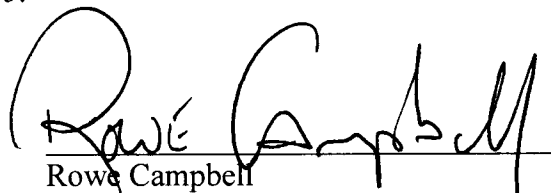


OFFICE OF THE COMMISSIONER OF BANKS

**CERTIFICATE OF AUTHORITY
FOR
RESTATED ARTICLES OF INCORPORATION**

I, Rowe Campbell, Chief Deputy Commissioner of Banks for the State of North Carolina, hereby certify that HomeTrust Bank, National Association, having submitted a plan of conversion to the Commissioner of Banks pursuant to N.C. Gen. Stat. § 53C-7-301 and having met the requirements for conversion from a federally-chartered national bank to a North Carolina-chartered commercial bank, is authorized to file the foregoing RESTATED ARTICLES OF INCORPORATION with the Office of the Secretary of State under Chapter 53C of the North Carolina General Statutes. The application for conversion of HomeTrust Bank, National Association having been approved on December 8, 2015, authority to record RESTATED ARTICLES OF INCORPORATION is hereby GRANTED.

This the 9th day of December, 2015.


Rowe Campbell
Chief Deputy Commissioner of Banks

