

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM454153

<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>
First National Community Bank		06/22/2016	national banking association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FNCB Bank		
<b>Street Address:</b>	102 East Drinker Street		
<b>City:</b>	Dunmore		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	18512		
<b>Entity Type:</b>	state-chartered bank: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4429000	FNCB WEALTH MANAGEMENT SERVICES	
<b>Registration Number:</b>	2855796	FNCB	
<b>Registration Number:</b>	2855797	N FNCB	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>Email:</b>	trademarks@dechert.com		
<b>Correspondent Name:</b>	Jacob Bishop		
<b>Address Line 1:</b>	Dechert LLP		
<b>Address Line 2:</b>	1095 Avenue of the Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>NAME OF SUBMITTER:</b>	Jacob Bishop		
<b>SIGNATURE:</b>	/Jacob Bishop/		
<b>DATE SIGNED:</b>	12/12/2017		
<b>Total Attachments: 5</b>			
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**ARTICLES OF CONVERSION OF  
FIRST NATIONAL COMMUNITY BANK  
INTO FNCB BANK**

Pursuant to Section 1704 of the Pennsylvania Banking Code of 1965, as amended, FIRST NATIONAL COMMUNITY BANK, a national banking association, has adopted Articles of Conversion whereby, subject to the approval of the Pennsylvania Department of Banking and Securities, it will convert into a bank chartered under the laws of the Commonwealth of Pennsylvania, as follows:

1. The name of the bank is: First National Community Bank; and following the conversion the name of the bank will be: FNCB Bank.
2. The location and post office address of its principal place of business is:

102 East Drinker Street  
Dunmore, Pennsylvania 18512
3. The Plan of Conversion and these Articles of Conversion were approved:
  - (a) by the unanimous vote of the directors present at the regular board meeting held at 102 E. Drinker Street, Dunmore, Pennsylvania 18512 on January 27, 2016, a quorum being present and voting throughout; and
  - (b) by the unanimous vote of First National Community Bancorp, Inc., a Pennsylvania corporation and the sole shareholder of First National Community Bank, by unanimous written consent of sole shareholder, dated June 22, 2016.
4. The members of the board of directors of First National Community Bank in office at the time the conversion becomes effective shall be the first directors of FNCB Bank upon its conversion to a Pennsylvania state-chartered bank. The names and addresses of such first directors are:

William G. Bracey  
3910 Hornbaker Cemetary Rd.  
Madison Township, PA 18444

Joseph Coccia  
25 Carey Lane  
Pittstown, PA 18640

Dominick L. DeNaples  
Mount Margaret Estates  
1000 October Drive  
Dunmore, PA 18505

Louis A. DeNaples  
Elmhurst Boulevard  
Box 4375  
Moscow, PA 18444

Louis A. DeNaples, Jr.  
301 Spencer Road  
Moscow, PA 18444

Keith W. Eckel  
1647 Falls Road  
Clarks Summit, PA 18411

Thomas J. Melone, CPA  
139 South Highland Drive  
Pittston, PA 18640

John P. Moses, Esquire  
387 E. South Street  
Wilkes-Barre, PA 18702

Steven R. Tokach  
121 Ash Lane  
Mountain Top, PA 18707

5. The institution is incorporated under the provisions of the Banking Code of 1965, Act of November 30, 1965, P.L. 847, No. 356, as amended, and the purpose for which the institution is incorporated is to transact any and all business permitted by a bank as defined in the Banking Code of 1965.
6. The term for which the institution is to exist is perpetual.
7. The aggregate number of shares of capital stock which the institution shall have authority to issue is five million one hundred thousand (5,100,000) shares, divided into two classes consisting of five million (5,000,000) shares of common stock, par value \$1.25 per share, and one hundred thousand (100,000) shares of preferred stock, having such par value as the board of directors shall fix and determine ("Preferred Stock"). The Preferred Stock may be issued from time to time as a class without series or, if so determined by the board of directors of the institution, either in whole or in part, in one or more series. There is hereby expressly granted to and vested in the board of directors of the institution authority to fix and determine (except as fixed and determined herein), by resolution, the par value, voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, including specifically, but not limited to, the dividend rights, conversion rights, redemption rights and liquidation preferences, if any, of any wholly unissued series of Preferred Stock (or the entire class of Preferred Stock if none of such shares have been issued), the number of shares constituting any such series and the terms and conditions of the issue thereof. Prior to the issuance of any shares of Preferred Stock, a statement setting forth a copy of each such resolution or resolutions and the number of shares of Preferred Stock of each such class or series shall be executed and filed in accordance with Pennsylvania law. Unless otherwise provided in any such resolution or resolutions, the number of shares of capital stock of any such class or series so set forth in such resolution or resolutions may thereafter be increased or decreased (but not below the number of shares then outstanding), by a statement likewise executed and filed setting forth a statement that a specified increase or decrease therein had been authorized and directed by a resolution or

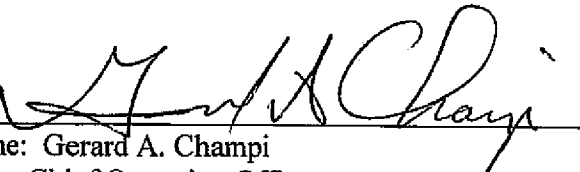
resolutions likewise adopted by the board of directors of the institution. In case the number of such shares shall be decreased, the number of shares so specified in the statement shall resume the status they had prior to the adoption of the first resolution or resolutions.

8. Each holder of record of common stock shall have the right to one vote for each share of common stock standing in such holder's name on the books of the institution. No holder of record of common stock shall be entitled to cumulate such holder's votes for the election of directors.
9. The management, control and government of the institution shall be vested in a board of directors consisting of not less than five (5) nor more than twenty-five (25) members in number, as fixed by the board of directors of the institution from time to time. The initial board of directors named herein shall serve until the first annual meeting of shareholders. Directors shall be elected for a one year term and until their successors are elected and qualified.
10. No holder of any class of capital stock of the institution shall have preemptive rights, and the institution shall have the right to issue and to sell to any person or persons any share of its capital stock or any option, warrant or right to acquire capital stock, or any securities having conversion or option rights without first offering such shares, rights or securities to any holder of any class of capital stock of the institution.
11. To the fullest extent permitted by all laws of the Commonwealth of Pennsylvania and any other applicable law, a director of the institution shall not be personally liable for monetary damages for any action taken or any failure to take any action unless the director has breached or failed to perform the duties of his or her office under Pennsylvania law, and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.
12. These Articles of Conversion may be amended by the board of directors or by the sole shareholder of the institution.
13. The Plan of Conversion is set forth on Exhibit A to these Articles of Conversion and is incorporated herein by reference.

IN WITNESS WHEREOF, First National Community Bank has caused these Articles of Conversion to be signed by two of its officers, duly authorized, and the seal to be affixed this 22<sup>nd</sup> day of June, 2016.

FIRST NATIONAL COMMUNITY BANK

By:   
Name: Steven R. Tokach  
Title: President and Chief Executive Officer

By:   
Name: Gerard A. Champi  
Title: Chief Operating Officer

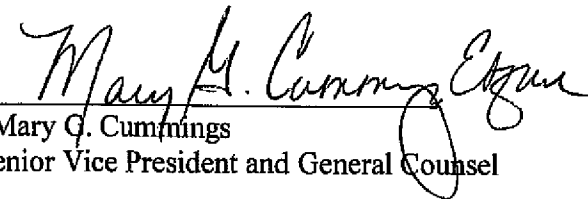
Attest:   
Name: Mary G. Cummings  
Title: Senior Vice President and General Counsel

EXHIBIT A

**PLAN OF CONVERSION OF  
FIRST NATIONAL COMMUNITY BANK  
INTO FNCB BANK**

THIS PLAN OF CONVERSION has been duly adopted by the board of directors of First National Community Bank, a national banking association with its principal place of business located at 102 East Drinker Street, Dunmore, Pennsylvania 18512 (the "National Bank"), at a meeting duly called and held on January 27, 2016 and by First National Community Bancorp, Inc., a Pennsylvania corporation ("Bancorp") as sole shareholder of the National Bank, by unanimous written consent of sole shareholder, dated June 22, 2016. The National Bank shall be converted from a national bank into a Pennsylvania state-chartered bank to be known as "FNCB Bank," as permitted by Pennsylvania law (the "Conversion"). This plan (the "Plan of Conversion"), upon approval by the Department of Banking and Securities of the Commonwealth of Pennsylvania (the "Department"), establishes the procedure for effecting the Conversion pursuant to the provisions of the Pennsylvania Banking Code of 1965, as amended (the "Banking Code"), and the laws of the United States, including 12 USC §§ 214a-214c.

1. Conversion. At the Effective Time (as defined in Section 5 below) in accordance with the Banking Code and the laws of the United States, the National Bank shall be converted from a national bank to a Pennsylvania state-chartered bank.

2. Articles of Incorporation and Articles of Conversion. The Plan of Conversion, the related Articles of Conversion, and the Application for Conversion into Institution shall be filed with the Department for its approval pursuant to the Banking Code.


3. Name Change. At the Effective Time, the National Bank shall change its name to "FNCB Bank" and its principal place of business shall be 102 East Drinker Street, Dunmore, Pennsylvania 18512.

4. Sole Shareholder. At the Effective Time, Bancorp shall become the sole shareholder of FNCB Bank, a Pennsylvania state-chartered bank.

5. Effective Time. The effective time of the Conversion shall be the later of (i) the time of filing of the Articles of Conversion, which include this Plan of Conversion, with the Department of State of the Commonwealth of Pennsylvania or (ii) 11:59 p.m. on June 29, 2016 (the "Effective Time").

IN WITNESS WHEREOF, the National Bank has duly executed this Plan of Conversion as of June 22, 2016.

FIRST NATIONAL COMMUNITY BANK

By:   
Name: Steven R. Tokach  
Title: President and  
Chief Executive Officer