

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM496485

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	06/15/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TotalBank		06/15/2018	Chartered Bank: FLORIDA
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
City National Bank of Florida	06/15/2018	National Banking Association: FLORIDA	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	City National Bank of Florida		
Street Address:	25 West Flagler Street		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33130		
Entity Type:	National Banking Association: FLORIDA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2437891	TOTALBANK	
Registration Number:	2325532	TOTAL FUNDING	
CORRESPONDENCE DATA			
Fax Number:	954351747		
<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:	9543517474		
Email:	mis@500law.com		
Correspondent Name:	Michael I. Santucci		
Address Line 1:	200 South Andrews Avenue		
Address Line 2:	Suite 100		
Address Line 4:	Fort Lauderdale, FLORIDA 33301		
NAME OF SUBMITTER:	Joseph V. Priore		
SIGNATURE:	/Joseph V. Priore/		
DATE SIGNED:	11/01/2018		

CH \$65.00 2437891

Total Attachments: 12

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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

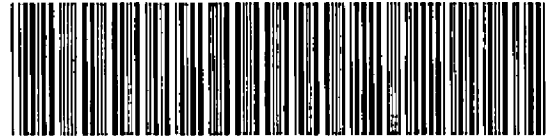
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Merging into a National Bank. National Banks are not required to be filed with the Sec. of State's Office.

Office Use Only



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

18 JUN 15 PM 3:52

Merge

JUN 15 2018
TRADEMARK
REEL: 006514 FRAME: 0186



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: June 15, 2018

TO: Ms. Diane Cushing, Department of State
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering *JG*

SUBJECT: Merger of City National Bank of Florida and TotalBank

Please file the attached articles for the above-reference entities, using June 15, 2018 as the effective date.

Also attached is a check that represents payment of the filing fees. If you have any questions please call (850) 410-9513.



Avila Rodriguez Hernandez
Mena & Ferri LLP

BANKING & FINANCE
CORPORATE, MERGERS & ACQUISITIONS
IMMIGRATION
LITIGATION & ARBITRATION
REAL ESTATE
TAX, TRUSTS & ESTATES

Javier A. Alvarez

Direct: (786) 594-4119
E-mail: jalvarez@arhmf.com

June 14, 2018

SENT VIA FEDERAL EXPRESS

Mr. Jeremy W. Smith
Director of the Division of Banking
Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399

FILED
STATE DEPT OF STATE
DIVISION OF CORPORATIONS
18 JUN 15 PM 3:52

Re: Merger of City National Bank of Florida and Totalbank

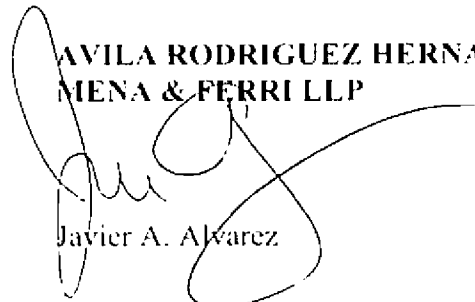
Dear Mr. Smith,

Enclosed are the Articles of Merger (the "**Articles of Merger**") for the merger (the "**Merger**") of City National Bank of Florida and Totalbank, along with a check for the appropriate filing fees, for filing with the Florida Department of State. As we discussed, the Merger is scheduled to close tomorrow. We will advise you once the Merger has closed so that the Articles of Merger may be filed with the Florida Department of State. We appreciate your department's assistance in processing this filing.

Also enclosed is the Charter for Totalbank for cancellation upon our notification to you that the Merger has closed.

Please do not hesitate to contact me if you have any questions. My contact information is included in the letterhead above.

Very truly yours,

**AVILA RODRIGUEZ HERNANDEZ
MENA & FERRI LLP**

Javier A. Alvarez

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: City National Bank of Florida

Name of Surviving Party

Please return all correspondence concerning this matter to:

Javier A. Alvarez

Contact Person

Avila Rodriguez Hernandez Mena & Ferri LLP

Firm/Company

2525 Ponce de Leon Boulevard, Suite 1225

Address

Coral Gables, FL 33134

City, State and Zip Code

jalvarez@arhmf.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Javier A. Alvarez

at (786) 594-4119

Name of Contact Person

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

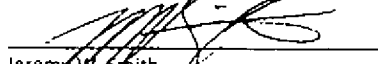
STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 NOV 15 PM 3:52

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Charter cancelled pursuant to Institution merging into City National Bank of Florida effective June 16, 2018.


Jeremy W. Smith
Director - DEJ

COMPTROLLER OF FLORIDA

WHEREAS SATISFACTORY EVIDENCE OF COMPLIANCE WITH ALL THE REQUIREMENTS OF THE LAWS OF THE STATE OF FLORIDA HAS BEEN PRESENTED TO ME, I, FRED O. DICKINSON, JR., COMPTROLLER OF THE STATE OF FLORIDA AS COMMISSIONER OF BANKING, UNDER AND BY VIRTUE OF THE AUTHORITY VESTED IN ME BY THE CONSTITUTION AND STATUTES OF THE STATE OF FLORIDA, DO HEREBY AUTHORIZE:

THE AMERICAS BANK
MIAMI

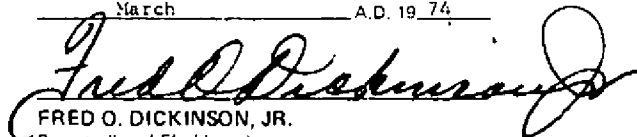
TO TRANSACT A GENERAL BANKING BUSINESS

731
CERTIFICATE NUMBER

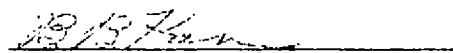
GIVEN UNDER MY HAND AND SEAL OF OFFICE

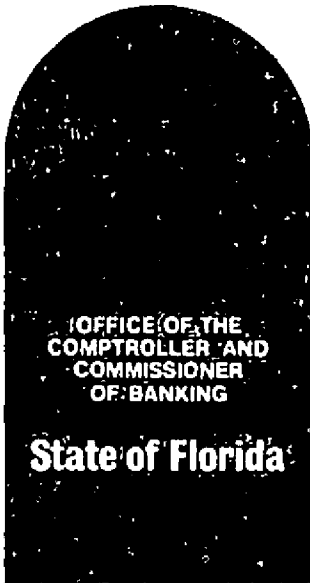
this Fifth day of

March A.D. 19 74


FRED O. DICKINSON, JR.
Comptroller of Florida and
Commissioner of Banking

ATTEST:


Director, Division of Banking



**ARTICLES OF MERGER
OF
TOTALBANK
WITH AND INTO
CITY NATIONAL BANK OF FLORIDA**

FILED IN STATE
SECRETARY OF CORPORATIONS
18 JUN 15 PM 3:52

The following Articles of Merger are submitted in accordance with applicable Florida law in connection with the merger (the "**Merger**") of TOTALBANK, a Florida state-chartered bank headquartered in Miami, Florida ("**Bank**") with and into CITY NATIONAL BANK OF FLORIDA, a national bank headquartered in Miami, Florida ("**Purchaser**").

FIRST: The exact name, form/entity, and jurisdiction for the merging party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
TOTALBANK	Florida State-Chartered Bank	Bank

SECOND: The exact name, form/entity, and jurisdiction of the surviving party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
CITY NATIONAL BANK OF FLORIDA	National Banking Association	Bank

THIRD: An Agreement and Plan of Merger (the "**Merger Agreement**"), dated as of November 30, 2017, by and among Bank, its sole shareholder Banco Popular Español, S.A. ("**BPE**"), Banco Santander, S.A., as shareholder of BPE, Purchaser, and its controlling shareholder, Banco de Crédito e Inversiones, has been approved and adopted by the directors and shareholders of each of Bank and Purchaser in accordance with the requirements of applicable law.

FOURTH: The Merger shall become effective at 5:00 p.m., Miami, Florida time on June 15, 2018.

FIFTH: The Merger Agreement was approved and adopted by the Board of Directors of Purchaser on November 29, 2017, and the shareholders of Purchaser on December 14, 2017.

SIXTH: The Merger Agreement was approved and adopted by the Board of Directors of Bank on November 30, 2017, and the sole shareholder of Bank on September 21, 2017.

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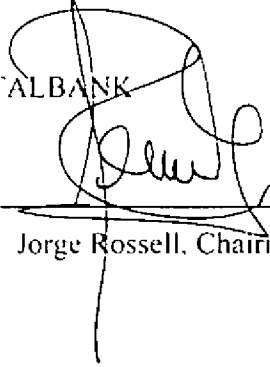
SEVENTH: The Amended and Restated Articles of Association and Bylaws of Purchaser shall serve as the Articles of Association and Bylaws of the surviving bank following the closing of the Merger, until amended thereafter in accordance with applicable law.

EIGHTH: The Plan of Merger, which forms an integral part of and is evidenced by the Merger Agreement, is described in Exhibit A attached hereto.

[signature page to follow]

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of June 15, 2018.

TOTALBANK
By:  Chairman & CEO
Jorge Rossell, Chairman & CEO

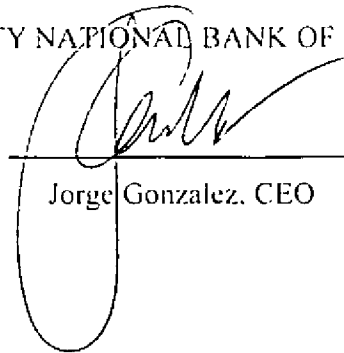
CITY NATIONAL BANK OF FLORIDA
By: 
Jorge Gonzalez, CEO

EXHIBIT A
PLAN OF MERGER
TOTALBANK
and
CITY NATIONAL BANK OF FLORIDA

The following describes the terms of the Plan of Merger, which forms an integral part and is evidenced by the Merger Agreement and is submitted in compliance with applicable Florida law, and in accordance with the laws of any other applicable jurisdiction of incorporation:

FIRST: The exact name, form/entity, and jurisdiction for the merging party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
TOTALBANK	Florida State-Chartered Bank	Bank

SECOND: The exact name, form/entity, and jurisdiction of the surviving party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
CITY NATIONAL BANK OF FLORIDA	National Banking Association	Bank

THIRD: The following describes certain terms and conditions of the Merger, and the manner and basis of converting the shares of the merged party into shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the interests, shares, obligations or other securities of the merged party into rights to acquire shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property:

The Merger: Upon the terms of the Merger Agreement, and subject to the conditions and in reliance upon the representations and warranties made by the parties to each other under the Merger Agreement, at the Effective Time, Bank will be merged with and into Purchaser. Purchaser shall be the surviving entity in the Merger (hereinafter referred to for the period at and after the Effective Time as "**Surviving Bank**") and shall succeed to and assume all of the rights and obligations of Bank in accordance with Applicable Law. Upon consummation of the Merger, the separate legal existence of Bank shall terminate.

Name of the Surviving Bank: At and after the Effective Time, the Surviving Bank shall continue to conduct its business under the name "City National Bank of Florida."

Effective Time: On the Closing Date, Purchaser and Bank shall take all actions required to satisfy all requirements under Applicable Law and other conditions specified in the Merger Agreement (if not already satisfied or waived) in order to consummate the Merger, and in either case as set forth in any approval letter(s) from applicable Regulatory Authorities. The Merger shall become effective at 5:00 p.m., Miami, Florida time on June 15, 2018 (the "Effective Time"). The parties agree that the Merger shall be deemed effective for tax, financial reporting and accounting purposes as of the Effective Time.

Effects of Merger: As of the Effective Time, the Merger shall have the effects set forth in the Act and shall have the effects set forth in the section immediately below.

Conversion of Bank Shares; Shareholders of Surviving Bank: At the Effective Time, all issued and outstanding Bank Shares (other than Bank Shares, if any, held as treasury stock, which such Bank Shares shall be cancelled as part of the Merger without any payment or distribution made with respect thereto) shall be cancelled and cease to exist and be converted into the right to receive, in the aggregate, an amount in cash, without interest, equal to the Merger Consideration. Upon surrender, Surviving Bank shall cancel all Bank Share Certificates. At the Effective Time, by virtue of the Merger and without any action on the part of any Person, each issued and outstanding Purchaser Share shall continue as a share of common stock of Surviving Bank, such that the current shareholders of Purchaser shall become the only shareholders of Surviving Bank.

Charter Documents, Directors and Officers of Surviving Bank: Upon consummation of the Merger, the Articles of Association and the Bylaws of Purchaser, in effect at the Effective Time, shall be the Articles of Association and the Bylaws of Surviving Bank until thereafter changed or amended in accordance with the provisions thereof and Applicable Law, and the directors and officers of Purchaser immediately prior to the Effective Time shall be the directors and officers of Surviving Bank.

Merger Consideration: At the Closing, Purchaser will pay to Bank's Shareholder, by wire transfer of immediately available funds to the bank account designated in writing by Bank's Shareholder, an amount equal to the Merger Consideration.

Other Terms and Conditions. All capitalized terms used and not otherwise defined herein or in the Articles of Merger shall have the meaning ascribed to such terms in the Merger Agreement. The terms and conditions of the Merger are more specifically detailed in the Merger Agreement, as approved and adopted by the Board of Directors and shareholders of each of Bank and Purchaser.

4

COMPTROLLER OF FLORIDA

WHEREAS SATISFACTORY EVIDENCE OF COMPLIANCE WITH ALL THE REQUIREMENTS OF THE LAWS OF THE STATE OF FLORIDA HAS BEEN PRESENTED TO ME, I, FRED O. DICKINSON, JR., COMPTROLLER OF THE STATE OF FLORIDA AS COMMISSIONER OF BANKING, UNDER AND BY VIRTUE OF THE AUTHORITY VESTED IN ME BY THE CONSTITUTION AND STATUTES OF THE STATE OF FLORIDA, DO HEREBY AUTHORIZE:

THE AMERICAS BANK
MIAMI

TO TRANSACT A GENERAL BANKING BUSINESS

731
CERTIFICATE NUMBER

GIVEN UNDER MY HAND AND SEAL OF OFFICE

this Fifth day of March A.D. 19 74

Fred O. Dickinson, Jr.
FRED O. DICKINSON, JR.
Comptroller of Florida and
Commissioner of Banking

ATTEST:

[Signature]
Director, Division of Banking

OFFICE OF THE
COMPTROLLER AND
COMMISSIONER
OF BANKING

State of Florida

APPROVED by the Office of Financial Regulation this 15th day of
June, 20 18.

Tallahassee, Leon County, Florida



Jeremy W. Smith
Director
Office of Financial Regulation