

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM780678

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900722938

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Texas Capital Bank, N.A.		09/14/2021	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Texas Capital Bank
Street Address:	2000 McKinney Avenue
Internal Address:	Suite 700
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	Texas State Banking Association: TEXAS

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	88374263	BASK
Serial Number:	88374270	BASK FINANCIAL

CORRESPONDENCE DATA**Fax Number:**

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.

Phone: 2146515426
Email: asal.saffari@haynesboone.com
Correspondent Name: Asal Saffari
Address Line 1: 2323 Victory Avenue
Address Line 2: Suite 700
Address Line 4: Dallas, TEXAS 75219

NAME OF SUBMITTER:	Asal Saffari
SIGNATURE:	/Asal Saffari/
DATE SIGNED:	01/13/2023

Total Attachments: 8

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THE STATE OF TEXAS
TEXAS DEPARTMENT OF BANKING

CERTIFICATE OF CONVERSION

The undersigned, as the Director of Corporate Activities, hereby certifies that the attached Certificate of Conversion of

Texas Capital Bank, N.A.
Dallas, Texas
A National Banking Association
into
Texas Capital Bank
Dallas, Texas
A Texas State Banking Association
Charter Number 3232-07

has been received in this office and is found to conform to law.

ACCORDINGLY, the undersigned, acting for the Banking Commissioner, and by virtue of the authority vested in the Banking Commissioner by law, hereby issues this Certificate of Conversion.

Issuance of this Certificate of Conversion does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Effective: September 14, 2021, at 11:59 p.m. Central time

Mark R. Largent, Director of Corporate Activities



SEP 14 2021

CERTIFICATE OF CONVERSION
OF
TEXAS CAPITAL BANK, N.A.
TO CONVERT FROM
A NATIONAL BANKING ASSOCIATION
TO A TEXAS STATE BANK


BANKING COMMISSIONER

Pursuant to Texas Business Organizations Code Section 10.154, Texas Finance Code Section 32.502 and Title 7, Section 15.108 of the Texas Administrative Code, and with the effect provided in 12 U.S.C. § 214a.

1. The name of the entity immediately prior to the effective time of this Certificate of Conversion is Texas Capital Bank, N.A. (the "Bank"). The Bank was established on October 3, 1997. The Bank has commenced business and is operating as a national bank established under the National Bank Act and is governed by the Office of the Comptroller of the Currency.

2. The name of the converted entity is Texas Capital Bank (the "Converted Bank").

3. A plan of conversion (the "Plan of Conversion") has been approved as required by the laws of the State of Texas and the governing documents of the Bank.

4. A signed Plan of Conversion is on file at the principal place of business of the Bank at 2000 McKinney Avenue, Suite 700, Dallas, Texas 75201 and will be on file after the conversion of the Bank into the Converted Bank at the principal place of business of the Converted Bank at 2000 McKinney Avenue, Suite 700, Dallas, Texas 75201.

5. A copy of the Plan of Conversion will be furnished on written request without cost by the Bank, before the Conversion, or by the Converted Bank, after the Conversion, to any member or owner of the Bank or the Converted Bank.

6. This document becomes effective on September 14, 2021, at 11:59 p.m. Central time, upon final approval and filing of the Certificate of Conversion by the Banking Commissioner of Texas, which is not more than 90 days from the date of signing.

7. In lieu of providing the tax certificate, the Converted Bank will be liable for the payment of any required franchise taxes.

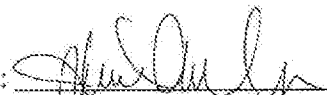
8. The Certificate of Formation of the Converted Bank is attached hereto as Exhibit I.

9. The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation, the Texas Business Organizations Code, the Texas Finance Code, and the Bank's governing documents.

[Signature page follows.]

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent document. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Texas Business Organizations Code, or other law applicable to and governing the Bank, to execute the filing instrument.

TEXAS CAPITAL BANK, N.A.

By: 
Name: Julie Anderson
Title: CFO
Date: 09.13.2021

CERTIFICATE OF FORMATION

OF

TEXAS CAPITAL BANK

FIRST

The name of the Texas state banking association is Texas Capital Bank (the "Bank").

SECOND

The Bank shall be located at, and its place of business shall be, 2000 McKinney Avenue, Suite 700, Dallas, Dallas County, Texas 75201.

THIRD

The Bank shall have all powers granted by law to a state bank.

FOURTH

The aggregate number of shares which the Bank shall have authority to issue is Two Million (2,000,000), par value Two Dollars (\$2.00), in a single class, to be designated as "common stock." The aggregate amount of consideration for all shares initially issued by the Bank is \$4,000,000. All authorized shares have been subscribed, and all subscriptions received have been irrevocably paid in cash.

FIFTH

The Bank shall exist and be in force perpetually.

SIXTH

Until changed in accordance with applicable law and the bylaws of the Bank, the board of directors of the Bank shall consist of eleven (11) persons, a majority of whom shall be bona fide resident citizens of the State of Texas. The current directors are as follows:

Director	Address
Rob Holmes	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
Larry Helm	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
Paola Arbour	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
Jonathan Baliff	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
James Browning	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201

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David Huntley	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
Charles Hyle	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
Elysia Ragusa	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
Steven Rosenberg	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
Robert Stallings	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201
Dale Tremblay	2000 McKinney Avenue, Suite 700 Dallas, Texas 75201

SEVENTH

To the fullest extent permitted by applicable law, no director of the Bank shall be personally liable to the Bank or its stockholders for monetary damages for any act or omission in such director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for (a) a breach of such director's duty of loyalty to the Bank or its stockholders; (b) an act or omission not in good faith or that involves gross negligence, willful or intentional misconduct or a knowing violation of the law; (c) a transaction from which such director received an improper benefit; (d) an act or omission for which the liability of a director is expressly provided for the statute; or (e) an act related to an unlawful stock repurchase or payment of a dividend.

Notwithstanding the foregoing provisions of this Article, if the Texas Business Organizations Code or the Finance Code of Texas is amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Bank shall be eliminated or limited to the fullest extent permitted by the Texas Business Organizations Code or the Finance Code of Texas, as so amended.

Any repeal or amendment of this Article, or adoption of any other provision of this Certificate of Formation inconsistent with this Article, by the stockholders of this Bank shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of this Bank existing at the time of such repeal, amendment or adoption of an inconsistent provision.

EIGHTH

The Bank shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of the Bank, against reasonable expenses (including attorneys' fees) actually paid by him or her in connection with such action, suit or proceeding. If there is a compromise or settlement of such action or threatened action, there shall be no indemnification or reimbursement for the amount paid to settle the claim or for reasonable expenses incurred in connection with such claim without the vote, or the written consent, of the owners of record of a majority of the stock of the Bank. No

such person shall be indemnified or reimbursed if he or she has been adjudged to have been guilty of, or liable for, willful misconduct, gross neglect of duty or a criminal act.

Any indemnification under this Article shall be made by the Bank only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding or if such a quorum is not obtainable, by the vote, or the written consent, of the owners of record of a majority of stock of the Bank.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Bank in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified by the Bank as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her current capacity and as a former director or officer and shall inure to the benefit of the heirs, executors and administrator of such a person.

The Bank may purchase and maintain insurance, in such amounts as the Board of Directors of the Bank may from time to time determine, on behalf of any person who is or was a director or officer of the Bank against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his status as such, whether or not the Bank would have the power to indemnify him or her against such liability.

NINTH

Notwithstanding the provisions of the SEVENTH and EIGHTH articles of this Certificate of Formation, the Bank shall not make any Prohibited Indemnification Payment. The term Prohibited Indemnification Payment for purposes of these articles means any payment (or the agreement or arrangement to make any payment) by the Bank for the benefit of any person who is or was an institution affiliated party ("IAP") as that term is defined by 12 C.F.R. Part 359 as it currently exists or is hereinafter amended, of the Bank, to pay or reimburse such person for any civil money penalty or judgment resulting from any administrative or civil action instituted by any federal or state banking agency, or any other liability or legal expense with regard to any administrative proceeding or civil action instituted by a federal or state banking agency which results in a final order or settlement pursuant to which such person: (i) is assessed a civil money penalty (ii) is removed from office or prohibited from participating in the conduct of the affairs of the Bank; or (iii) is required to cease and desist from and take any affirmative action described in 12 U.S.C. 1828(k), et seq. The term Prohibited Indemnification Payment shall not include any reasonable payment by the Bank which is used to purchase any commercial insurance policy or fidelity bond, provided that such insurance policy or bond shall not be used to pay or reimburse an IAP for the cost of any judgment or civil money penalty assessed against such person in an administrative proceeding or civil action commenced by any federal banking agency, but may pay any legal or professional expenses incurred in connection with such proceeding or action or the amount of any restitution to the Bank. The term Prohibited Indemnification Payment shall not

include any reasonable payment by the Bank that represents partial indemnification for legal or professional expenses specifically attributable to particular charges for which there has been a formal and final adjudication or finding in connection with a settlement that the IAP has not violated certain banking laws or regulations or has not engaged in certain unsafe or unsound banking practice or breaches of fiduciary duty, unless the administrative action or civil proceeding has resulted in a final prohibition order against the IAP.

TENTH

The shareholders of the Bank may take action without holding a meeting, providing notice, or taking a vote if the shareholder or shareholders of the Bank having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting, in which each shareholder entitled to vote on the action is present and votes, signs a written consent or consents stating the action taken.

ELEVENTH

In connection with the conversion of the Bank from a national banking association to a Texas state bank (the "Conversion"), this Certificate of Formation replaces the Articles of Association of the Bank, including any amendments thereto, in their entirety in order for the Certificate of Formation of the Bank to comply with the Texas Finance Code and the other laws governing a certificate of formation for a Texas state bank.

[Signature page follows.]

Each of the undersigned organizers of the Bank signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this filing instrument.

9-13-21
Date

[Signature]
Signature of Organizer

Julie L. Anderson
Name of Organizer

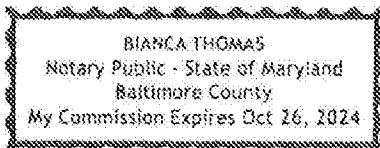
2000 McKinney St 700
Address of Organizer

Dallas TX 75201
City State Zip

STATE OF ~~TEXAS~~ ^{MD} Maryland
COUNTY OF Baltimore
city ^{MD}

Personally appeared before me the above named Affiant, Julie Anderson personally known to me, who, being duly sworn, deposes and says that he executed the above instrument and that the statements and answers contained therein are true and correct.

Subscribed and sworn to before me on 13th September 2021.



[Signature]
(Signature of Notary Public)

Bianca Thomas
(Name of Notary Public)

[Seal]

My Commission Expires 10/26/2024