

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/29/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of the Hills National Association		09/29/2006	National Banking Association:

RECEIVING PARTY DATA

Name:	Sterling Bank
Street Address:	2550 N. Loop West
Internal Address:	Suite 600
City:	Houston
State/Country:	TEXAS
Postal Code:	77092
Entity Type:	State Banking Association: TEXAS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2259919	BANK OF THE HILLS

CORRESPONDENCE DATA

Fax Number: (713)223-3717
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 713-226-1252
 Email: ppaquet@lockelord.com
 Correspondent Name: Patricia Paquet
 Address Line 1: 600 Travis Street
 Address Line 2: 3400 JPMorgan Chase Tower
 Address Line 4: Houston, TEXAS 77002-3095

ATTORNEY DOCKET NUMBER:	014695-00067
NAME OF SUBMITTER:	Patricia Paquet

CH \$40.00 2259919

Signature:	/patricia paquet/
Date:	08/01/2008
Total Attachments: 18 source=Certificate of Merger-Sterling#page1.tif source=Certificate of Merger-Sterling#page2.tif source=Certificate of Merger-Sterling#page3.tif source=Certificate of Merger-Sterling#page4.tif source=Certificate of Merger-Sterling#page5.tif source=Certificate of Merger-Sterling#page6.tif source=Certificate of Merger-Sterling#page7.tif source=Certificate of Merger-Sterling#page8.tif source=Certificate of Merger-Sterling#page9.tif source=Certificate of Merger-Sterling#page10.tif source=Certificate of Merger-Sterling#page11.tif source=Certificate of Merger-Sterling#page12.tif source=Certificate of Merger-Sterling#page13.tif source=Certificate of Merger-Sterling#page14.tif source=Certificate of Merger-Sterling#page15.tif source=Certificate of Merger-Sterling#page16.tif source=Certificate of Merger-Sterling#page17.tif source=Certificate of Merger-Sterling#page18.tif	



THE STATE OF TEXAS
TEXAS DEPARTMENT OF BANKING

CERTIFICATE OF MERGER

The undersigned, as the Director of Corporate Activities, hereby certifies that the attached Articles of Merger of

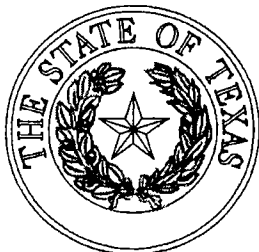
Bank of the Hills, National Association
Kerrville, Texas
National Banking Association
with and into
Sterling Bank
Houston, Texas
State Banking Association
Charter Number 2180-03

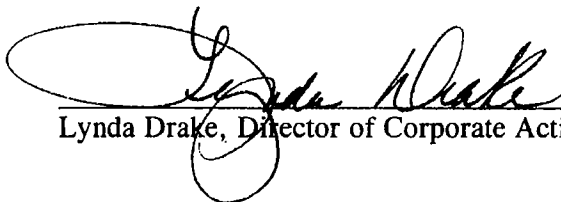
have been received in this office and are found to conform to law.

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 Merger.

Issuance of this Certificate of Merger 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: Immediately following the filing of Articles of Merger for the merger of Sterling Bancshares, Inc. and BOTH, Inc.




Lynda Drake, Director of Corporate Activities

ARTICLES OF MERGER
of
BANK OF THE HILLS, NATIONAL ASSOCIATION
Kerrville, Texas
a National Banking Association

with and into

STERLING BANK
Houston, Texas
a Texas Banking Association

APPROVED
STATE OF TEXAS
Department of Banking
Effective

SEP 29 2006


COMMISSIONER

Pursuant to the provisions of Sections 32.301 and 32.008 of the Texas Finance Code and Article 5.04 of the Texas Business Corporation Act, the undersigned financial institutions (the "Merging Parties") certify the following articles of merger adopted for the purpose of effecting a merger in accordance with the provisions of Section 32.301 of the Texas Finance Code and Part Five of the Texas Business Corporation Act.

1. The name of each of the financial institutions stated below that is a party to the plan of merger, the type of such financial institution and the laws under which such financial institution is organized are:

<u>Name of Financial Institution</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Sterling Bank	Bank	Texas
Bank of the Hills, National Association	Bank	United States

2. A plan of merger ("Plan") was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the combination of Sterling Bank and Bank of the Hills, National Association and resulting in Sterling Bank being the surviving entity in the merger.

3. An executed copy of the Plan is on file at the principal place of business of Sterling Bank, 2550 North Loop West, Houston, Texas 77092 and a copy of the Plan will be furnished by such entity, on written request and without cost, to any shareholder of each domestic financial institution, corporation or other entity that is a party to or created by the Plan and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

4. The Restated Articles of Association of Sterling Bank are attached hereto as Exhibit A. No amendments to the articles of association of Sterling Bank are to be effected by the merger.

5. No new domestic financial institution, corporation or other entity will be created pursuant to the Plan.

6. As to each of the listed Merging Parties, the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such merging party entitled to vote, with other shares or as a class, on the Plan are as follows:

<u>Name of Merging Party</u>	<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
Bank of the Hills, National Association	450,000	Common	450,000

7. As to each of the undersigned Merging Parties, the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the Plan, respectively, and if the shares of class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Plan are as follows:

<u>Name of Merging Party</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class or Series</u>	<u>Voted For</u>	<u>Voted Against</u>
Bank of the Hills, National Association	450,000	-0-	Common	450,000	-0-

8. The Plan and the performance of its terms were duly authorized by all action required by the laws under which each financial institution or other entity that is a party to the merger was incorporated or organized and by its constituent documents.


10. Sterling Bank will be responsible/obligated to pay all fees and franchise taxes of each Merging Party if same are not timely paid.

11. The merger will become effective immediately following the filing of articles of merger by the Secretary of State of the State of Texas for the merger of Sterling Bancshares, Inc. and BOTH, Inc. pursuant to that certain Agreement and Plan of Merger dated as of July 25, 2006, as amended, which shall be on or before December 26, 2006, which is the 90th day after the filing of such articles with the Secretary of State of the State of Texas.

[SIGNATURE PAGE FOLLOWS]

Dated as of September 29, 2006.

STERLING BANK

By: 
Name: J. Downey Bridgwater
Title: Chairman, President and Chief
Executive Officer

BANK OF THE HILLS,
NATIONAL ASSOCIATION

By: _____
Name: _____
Title: _____

Exhibit A –Restated Articles of Association of Sterling Bank

Dated as of September 29, 2006.

STERLING BANK

By: _____
Name: _____
Title: _____

BANK OF THE HILLS,
NATIONAL ASSOCIATION

By: Harold R. Wilson
Name: Harold R. Wilson
Title: President & CEO

Exhibit A – Restated Articles of Association of Sterling Bank

RESTATED ARTICLES OF ASSOCIATION
OF
STERLING BANK

1. Sterling Bank, pursuant to the provisions of Section 32.008 of the Texas Finance Code and Article 4.07 of the Texas Business Corporation Act, hereby adopts restated articles of association which accurately copy the articles of association and all amendments thereto that are in effect to date and such restated articles of association contain no change in any provision thereof.

2. The restated articles of association were adopted by resolution of the board of directors of the Bank on the 31st day of July, 2006.

3. The articles of association and all amendments and supplements thereto are hereby superseded by the following restated articles of association which accurately copy the entire text thereof:

ARTICLE I

The name of the association is Sterling Bank ("Bank").

ARTICLE II

The Bank shall be located at, and its place of business shall be at 2550 North Loop West, in the City of Houston, Harris County, Texas.

ARTICLE III

The period of duration of the Bank is perpetual.

ARTICLE IV

The Bank shall have the following powers:

- (a) To receive and pay deposits with or without interest, discount and negotiate promissory notes, borrow or lend money with or without security or interest, invest and deal in securities, buy and sell exchange, coin, and bullion and exercise incidental powers as necessary to carry on the business of banking as provided by the Texas Banking Act of 1995 (the "Act").
- (b) To act as agent, including a fiscal agent, registrar, or transfer agent and, in that capacity, receive and disburse money and transfer securities.

- (c) To act in a fiduciary capacity, without giving bond, as guardian, receiver, executor, administrator, or trustee, including mortgage or indenture trustee.
- (d) To engage in any other activity, directly, or through a subsidiary, authorized by the Act or rules adopted thereunder or rules adopted under the Act or determined by the Commissioner of the Texas Department of Banking to be closely related to banking.

ARTICLE V

Section 5.1 Authorized Shares. The aggregate number of all classes of stock which the Bank has authority to issue is 6,000,000 shares divided into (A) one class of 5,000,000 shares of Common Stock with a par value of \$10.00 per share, and (B) one class of 1,000,000 shares of Preferred Stock with a par value of \$0.01 per share, which may be divided into and issued in series as set forth in this Article 5.

Section 5.2 Authorization of Directors to Determine Certain Rights of Preferred Stock. The Board of Directors is authorized, from time to time, to divide the Preferred Stock into series, to designate each series, to fix and determine separately for each series any one or more of the following relative rights and preferences, and to issue shares of any series then or previously designated, fixed and determined:

- (A) the rate of dividend;
- (B) cumulativeness of dividends;
- (C) the price at and the terms and conditions on which shares may be redeemed;
- (D) the amount payable upon shares in event of involuntary liquidation;
- (E) the amount payable upon shares in event of voluntary liquidation;
- (F) sinking fund provisions (if any) for the redemption or purchase of shares;
- (G) the terms and conditions on which shares may be converted if the shares of any series are issued with the privilege of conversion; and
- (H) voting rights (including the number of votes per share, the matters on which the shares can vote, and the contingencies which make the voting rights effective).

Section 5.3 Preferences, Limitations and Relative Rights of All Classes of Capital Stock.

(A) General. All shares of Common Stock shall have rights identical to those of all other such shares. Except as they may vary among series established pursuant to Section 5.2 of this Article 5, all shares of Preferred Stock shall have preferences, limitations, and relative rights identical to those of all other such shares. Except as otherwise expressly provided by law, shares of Preferred Stock shall have only the preferences and relative rights expressly stated in this Article 5.

(B) Dividends.

(1) Amount; Time. Each series of Preferred Stock at the time outstanding shall be entitled to receive, when and as declared by the Board of Directors, out of any funds legally available therefor, dividends at the rate fixed by the Board of Directors pursuant to Section 5.2 of this Article 5, and no more.

(2) Cumulativity. Dividends on Preferred Stock may be cumulative, noncumulative or partially cumulative as determined by the Board of Directors pursuant to Section 5.2 of this Article 5. Any such cumulations of dividends shall not bear interest.

(3) Priority over Common Stock; Restriction on Purchases of Common Stock. No dividend shall be declared or paid on Common Stock, and no Common Stock shall be purchased by the Bank, unless full dividends on outstanding Preferred Stock for all past dividend periods and for the current dividend period shall have been declared and paid.

(4) Parity Among Series. No dividend shall be declared on any series of Preferred Stock (a) for any dividend period unless all dividends cumulated for all prior dividend periods shall have been declared or shall then be declared at the same time upon all series of Preferred Stock then outstanding on which cumulative dividends are authorized by the Board of Directors pursuant to Section 5.2 of this Article 5, and (b) unless a dividend for the same period shall be declared at the same time upon all series of Preferred Stock then outstanding.

(C) Liquidation Preference. In the event of dissolution, liquidation, or winding up of the Bank (whether voluntary or involuntary), after payment or provision for payment of debts but before any distribution to the holders of Common Stock, the holders of each series of Preferred Stock then outstanding shall be entitled to receive the amount fixed by the Board of Directors pursuant to Section 5.2 of this Article 5 plus a sum equal to all cumulated but unpaid dividends (whether or not earned or declared), if any, to the date fixed for distribution, and no more. All remaining assets shall be distributed pro rate among the holders of Common Stock. If the assets shall be distributable among the holders of Preferred Stock are insufficient to permit full payment to them, the entire assets shall be distributed among the holders of the Preferred Stock in proportion to their respective liquidation preferences. Neither the consolidation, merger, or reorganization of the Bank with any other corporation or corporations, nor the sale of all or substantially all the assets of the Bank, nor the purchase or redemption by the Bank of any of its outstanding shares shall be deemed to be dissolution, liquidation, or winding up within the meaning of this paragraph.

(D) Redemption.

(1) Right; Method. All or any part of any one or more series of Preferred Stock may be redeemed at any time or times at the option of the Bank, by resolution of the Board of Directors, in accordance with the terms and conditions of this Article 5 and those fixed by the Board of Directors pursuant to Section 5.2 of this Article 5. The Bank may redeem shares of any one or more series without redeeming shares of any other series. If less than all the shares of any series are to be redeemed, the shares of the series to be redeemed shall be selected ratably or by lot or by any other equitable method determined by the Board of Directors.

(2) Notice. Notice shall be given to the holders of shares to be redeemed, either personally or by mail, not less than twenty nor more than fifty days before the date fixed for redemption.

(3) Payment. Holders of redeemed shares shall be paid in cash the amount fixed by the Board of Directors pursuant to Section 5.2 of this Article 5 plus a sum equal to all cumulated but unpaid dividends (whether or not earned or declared), if any, to the date fixed for redemption, and no more.

(4) Provisions for Payment. On or before the date fixed for redemption, the Bank may provide for payment of a sum sufficient to redeem the shares called for redemption either (a) by setting aside the sum, separate from its other funds, in trust for the benefit of the holders of the shares to be redeemed, or (b) by depositing such sum in a bank or trust company (either one in Texas having capital and surplus of at least \$10,000,000 according to its latest statement of condition, or one anywhere in the United States duly appointed and acting as transfer agent of the Bank) as a trust fund, with irrevocable instructions and authority to the bank or trust company to give or complete the notice of redemption and to pay to the holders of the shares to be redeemed, on or after the date fixed for redemption, the redemption price on surrender of their respective share certificates. The holders of shares to be redeemed may be evidenced by a list certified by the Bank (by its president or a vice president and by its secretary or assistant secretary) or by its transfer agent. If the Bank so provided for payment, then from and after the date fixed for redemption (a) the shares shall be deemed to be redeemed, (b) dividends thereon shall cease to accrue, (c) such setting aside or deposit shall be deemed to constitute full payment for the shares, (d) the shares shall no longer be deemed to be outstanding, (e) the holders thereof shall cease to be shareholders with respect to such shares, and (f) the holders shall have no rights with respect thereto except the right to receive (without interest)

their proportionate shares of the funds so set aside or deposited upon surrender of their respective certificates, and any right to convert such shares which may exist. Any interest accrued on funds so set aside or deposited shall belong to the Bank. If the holders of the shares do not, within six years after such deposit, claim any amount so deposited for redemption thereof, the bank or trust company shall upon demand pay over to the Bank the balance of the funds so deposited, and the bank or trust company shall thereupon be relieved of all responsibility to such holders.

(5) Status of Redeemed Shares. Shares of Preferred Stock which are redeemed shall be canceled and shall be restored to the status of authorized but unissued shares.

(E) Purchase. Except as specified in Section 5.3(B)(3) of this Article 5, nothing herein shall limit the right of the Bank to purchase any of its outstanding shares in accordance with law, by public or private transaction.

(F) Voting. Except as fixed by the Board of Directors pursuant to Section 5.2 of this Article 5, and except as otherwise expressly provided by law, all voting power shall be in the Common Stock and none in the Preferred Stock. Except as fixed by the Board of Directors pursuant to Section 5.2 of this Article 5, and except as otherwise expressly provided by law, where one or more series of Preferred Stock have voting power, all series of Preferred Stock having such power shall not be entitled to vote as a single class.

ARTICLE VI

No shareholder or other person shall have any pre-emptive right whatsoever to acquire additional, unissued or treasury shares of the Bank, or securities of the Bank convertible into or carrying a right to subscribe to or acquire shares, or any other securities or property whatsoever.

ARTICLE VII

The Board of Directors shall consist of no fewer than five (5) and no more than twenty-five (25) persons, which such number to be determined by the shareholders in accordance with Texas law, each of whom shall be qualified to serve as director under the applicable laws of Texas. The number of directors constituting the present Board of Directors is seven (7). The names and addresses of the persons now serving as directors of the Corporation until the next annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
J. Downey Bridgwater	2550 North Loop West, Suite 600 Houston, Texas 77092
Stephen Raffaele	2550 North Loop West, Suite 600 Houston, Texas 77092
Anat Bird	5142 Westbury Circle Granite Bay, California 95746
Sonny Lyles	2550 North Loop West, Suite 600 Houston, Texas 77092
Max Wells	4849 Greenville Avenue Dallas, Texas 75206
George Beatty, Jr.	902 Knotty Elmwood Trail Houston, Texas 77062

ARTICLE VIII

Cumulative voting shall not be permitted.

ARTICLE IX

Section 9.1 Voting Requirement. Except to the extent any provision of the Act or the Texas Business Corporation Act, as incorporated by the Act, requires the vote or concurrence of the holders of more than a majority of the shares of the Bank entitled to vote to take an action, the vote or concurrence of the holders of a majority of the shares of the Bank entitled to vote shall be sufficient to take such action.

Section 9.2 Quorum Requirement. The holders of at least a majority of the shares of the Bank entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders of the Bank.

ARTICLE X

No director of the Bank shall be liable to the Bank or its shareholders for monetary damages for any act or omission in the director's capacity as a director, except to the extent that the foregoing exculpation from liability is not permitted under the applicable provisions of the Texas Miscellaneous Corporation Laws Act (or any successor or replacement statute) as the same now exists or may hereafter be amended. Any repeal or modification of the provisions of the foregoing sentence shall not adversely affect any right or protection of a director of the Bank existing at the time of such repeal or modification.

ARTICLE XI

Section 11.1 Mandatory Indemnification. As permitted by Section G of Article 2.02-1 of the Texas Business Corporation Act or any successor statute ("Indemnification Article"), the Bank hereby:

(A) makes mandatory the indemnification permitted under Section B of the Indemnification Article as contemplated by Section G thereof;

(B) makes mandatory its payment or reimbursement of the reasonable expenses incurred by a former or present director who was, is, or is threatened to be made a named defendant or respondent in a proceeding upon such director's compliance with the requirements of Section K of the Indemnification Article; and

(C) extends the mandatory indemnification referred to in Section 11.1(A) of this Article 11 above and the mandatory payment or reimbursement of expenses referred to in Section 11.1(B) of this Article 11 above (i) to all former or present officers of the Bank and (ii) to all persons who are or were serving at the request of the Bank as a director, officer, partner, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietor, trust, employee benefit plan or other enterprise, to the same extent that the Bank is obligated to indemnify and pay or reimburse expenses to directors.

Section 11.2 Insurance. The Bank may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or agent of the Bank, or who is or was serving at the request of the Bank as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Bank would have the power to indemnify him against that liability under the Indemnification Article or the Texas Business Corporation Act.


Section 11.3 Non-Exclusivity. The provisions of Sections 1 and 2 of this Article 11 shall not be deemed exclusive of any other rights to which any such director, officer or other

person may be entitled under any other bylaw agreement, pursuant to a vote of disinterested directors or any committee thereof or a vote of shareholders, as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has cease to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.4 Witnesses. Notwithstanding any other provision of this Article, the Bank shall pay or reimburse expenses incurred by any director, officer, employee or agent in connection with such person's appearance as a witness or other participation in a proceeding at a time when such person is not a named defendant or respondent in such proceeding.

Dated this 28th day of September, 2006.

STERLING BANK

By: 
J. Downey Bridgewater
Chairman, President and
Chief Executive Officer



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

BOTH, Inc.
Domestic For-Profit Corporation
[File Number: 800008277]

Into

STERLING BANCSHARES, INC.
Domestic For-Profit Corporation
[File Number: 53320000]

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

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 09/28/2006

Effective: 09/29/2006 03:00 pm



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

**ARTICLES OF MERGER
OF
BOTH, INC.
(a Texas corporation)
INTO
STERLING BANCSHARES, INC.
(a Texas corporation)**

**FILED
In the Office of the
Secretary of State of Texas**

SEP 28 2006

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations certify the following Articles of Merger adopted for the purpose of effecting a merger in accordance with the provisions of Part Five of the Texas Business Corporation Act.

1. The name of each of the undersigned corporations that is a party to the plan of merger, the type of such corporations and the laws under which such corporations are organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State</u>
BOTH, Inc.	Corporation	Texas
Sterling Bancshares, Inc.	Corporation	Texas

2. A plan of merger was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the merger of BOTH, Inc., a Texas corporation ("BOTH"), and Sterling Bancshares, Inc., a Texas corporation ("Sterling"), and resulting in Sterling being the surviving corporation (the "Surviving Corporation") in the merger.

3. An executed copy of the plan of merger is on file at the principal place of business of the Surviving Corporation at 2550 N. Loop West, Suite 600, Houston, Texas 77092, and a copy of the plan of merger will be furnished by such entity, on written request and without cost, to any shareholder of each domestic corporation that is a party to the plan of merger and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

4. The Articles of Incorporation of Sterling existing prior to the merger shall be the Articles of Incorporation of the Surviving Corporation, with no amendment thereto.

5. As to each of the undersigned domestic corporations, the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled to vote, with other shares or as a class, on the plan of merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
BOTH, Inc.	573,130	Common Stock	573,130

6. As to the undersigned domestic corporations, the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the plan of merger, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the plan of merger, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as Class or Series</u>	
				<u>Voted For</u>	<u>Voted Against</u>
BOTH, Inc.	565,556	0	Common Stock	565,556	0

7. The approval of the plan of merger and the performance of its terms by each of BOTH and Sterling were duly authorized by all action required by the laws of the State of Texas and by their respective constituent documents.

8. The approval of the shareholder of Sterling is not required pursuant to Article 5.03G of the Texas Business Corporation Act.

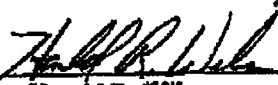
9. The Surviving Corporation shall be responsible for the payment of all applicable filing fees and franchise taxes, if any, of BOTH, and the Surviving Corporation shall be obligated to pay such fees and franchise taxes if the same are not timely paid.

10. The merger will become effective on September 29, 2006 at 3:00 p.m., in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act.

[SIGNATURE PAGE FOLLOWS]

Dated September 27, 2006.

BOTH, INC.
a Texas corporation

By: 
Name: Harold R. Wilson
Title: President

STERLING BANCSHARES, INC.
a Texas corporation

By: _____
Name: _____
Title: _____

HOUSTON\999397.1

Dated September 27, 2006.

BOTH, INC.
a Texas corporation

By: _____
Name: _____
Title: _____

STERLING BANCSHARES, INC.
a Texas corporation

By:  _____
Name: J. Downey Bridgwater
Title: Chairman, President & Chief Executive Officer