

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369457

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Peoples Bank, National Association		12/30/2015	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	The Peoples Banking and Trust Company		
Street Address:	138 Putnam Street		
City:	Marietta		
State/Country:	OHIO		
Postal Code:	45750		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3207036	PEOPLES BANK	
Registration Number:	4259054	WORKING TOGETHER. BUILDING SUCCESS	
Registration Number:	4255314	PEOPLES B A N K	
Registration Number:	4255315		
Registration Number:	4345469	PEOPLES BANK	
Registration Number:	4337467	PEOPLES BANK	
Registration Number:	4337468		
CORRESPONDENCE DATA			
Fax Number:	4102806758		
<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:	410-280-6608		
Email:	info@laubscherlaw.com		
Correspondent Name:	Laubscher Spendlove & Laubscher, P.C.		
Address Line 1:	1160 Spa Road		
Address Line 2:	Suite 2B		
Address Line 4:	Annapolis, MARYLAND 21403		
ATTORNEY DOCKET NUMBER:	50273		
NAME OF SUBMITTER:	Lawrence E. Laubscher, Sr.		

OP \$190.00 3207036

SIGNATURE:	/Lawrence E. Laubscher, Sr./
DATE SIGNED:	01/15/2016
Total Attachments: 12 source=Certificate of Conversion#page1.tif source=Certificate of Conversion#page2.tif source=Certificate of Conversion#page3.tif source=Certificate of Conversion#page4.tif source=Certificate of Conversion#page5.tif source=Certificate of Conversion#page6.tif source=Certificate of Conversion#page7.tif source=Certificate of Conversion#page8.tif source=Certificate of Conversion#page9.tif source=Certificate of Conversion#page10.tif source=Certificate of Conversion#page11.tif source=Certificate of Conversion#page12.tif	



Form 800 Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 486-3910

www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Conversion for Entities Converting Into the Records of the Ohio Secretary of State

Filing Fee: \$99
Form Must Be Typed

Name of Converting Entity

Jurisdiction of Formation

The converting entity:
(Check Only (1) One Box)

- | | |
|--|---|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Foreign Non Profit Limited Liability Company |
| <input type="checkbox"/> Foreign Limited Partnership | <input type="checkbox"/> Foreign For-Profit Limited Liability Company |
| <input type="checkbox"/> Common Law Trust | <input type="checkbox"/> Foreign Limited Liability Partnership |
| <input type="checkbox"/> Foreign Corporation | <input checked="" type="checkbox"/> Other |

The converting entity hereby states it has complied with all laws of its jurisdiction of formation.
Furthermore, the law permits for the conversion.

Name of the Converted Entity

Existing under the laws of

The converted business entity type is
(Check One)

- | | |
|--|---|
| <input type="checkbox"/> Business Trust | <input type="checkbox"/> Partnership |
| <input checked="" type="checkbox"/> Domestic Corporation (For-Profit) | <input type="checkbox"/> Domestic Limited Partnership |
| <input type="checkbox"/> Domestic Nonprofit Limited Liability Company | <input type="checkbox"/> Domestic Limited Liability Partnership |
| <input type="checkbox"/> Domestic For-Profit Limited Liability Company | |

Effective Date (Optional)

This conversion is effective on (If a date is specified, the date must be a date on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the conversion).

The name and address of the person or entity that will provide a copy of the declaration of conversion upon written request

Print Name

Mailing Address

City

State

Zip Code

If the conversion creates a new domestic corporation, limited liability company, partnership, limited partnership, or a limited liability partnership, complete and attach the formation documents prescribed by the secretary of state for the **specific entity type** being created.

The authorized representative(s) identified below certify that the declaration of conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required

Must be signed by an authorized representative.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



Form 532A Prescribed by:
JON HUSTED
 OHIO SECRETARY OF STATE

Toll Free: (877) SO6-FILE (877-757-3453)
 Central Ohio: (614) 466-3910
 www.OhioSecretaryofState.gov
 busserv@OhioSecretaryofState.gov
 File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
 P.O. Box 670
 Columbus, OH 43216

Expedite Filing (Two business day processing time.
 Requires an additional \$166.00)
 P.O. Box 1390
 Columbus, OH 43216

Initial Articles of Incorporation (For-Profit, Domestic Corporation)

Filing Fee: \$99
(113 - ARF)
Form Must Be Typed

First: Name of Corporation
 (Name must include the following word or abbreviation: company, co., corporation, corp., incorporated, or inc.)

Second: Location of Principal office in Ohio
 City: State:
 County:

Effective Date (Optional)
 mm/dd/yyyy (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)

Third: The number of shares which the corporation is authorized to have outstanding.
 (Please state if shares are common or preferred and their par value, if any.)

Number of Shares	Type	Par Value
<input type="text" value="10,000"/>	<input type="text" value="common"/>	<input type="text" value="\$10.00 per share"/>
<input type="text" value="200,000"/>	<input type="text" value="preferred"/>	<input type="text" value="\$100.00 per share"/>

Fourth: If the corporation is to have an initial stated capital, please state the amount of that stated capital

 Amount

****Note: ORC Chapter 1701 allows additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.****

TRADEMARK
REEL: 005710 FRAME: 0743

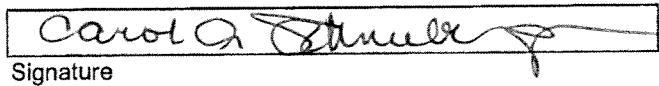
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.



Signature

By

Carol A. Schneeberger

Print Name

Signature

By

Print Name

Signature

By

Print Name

ATTACHMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE PEOPLES BANKING AND TRUST COMPANY

FIRST: [Intentionally omitted.]

SECOND: (continued) The place where the main office and the principal place of business of the Corporation is to be located is the City of Marietta, County of Washington, State of Ohio. The general business of the Corporation shall be conducted at its main office and its branches.

THIRD: (continued) The maximum number of shares which the Corporation is authorized to have outstanding is Ten Thousand (10,000) shares of common stock with a par value of Ten Dollars (\$10.00) per share and Two Hundred Thousand (200,000) shares of preferred stock with a par value of One Hundred Dollars (\$100.00) per share; provided that said maximum authorized number of shares may be increased or decreased from time to time by the adoption of an amendment to these Articles of Incorporation by the shareholders of the Corporation and approval thereof by the Ohio Superintendent of Financial Institutions in accordance with the applicable provisions of the Ohio Revised Code.

The directors of the Corporation are hereby authorized to provide by resolution for the issuance of, and to issue, one or more series of shares of preferred stock and, in connection with the creation of any such series, to adopt an amendment or amendments to these Articles of Incorporation determining, in whole or in part, the express terms of any such series to the fullest extent now or hereafter permitted under Ohio law, including, but not limited to, determining: the division of such shares into series and the designation and authorized number of shares of each series; dividend or distribution rights; dividend rate; liquidation rights, preferences and price; redemption rights and price; sinking fund requirements; voting rights; pre-emptive rights; conversion rights; restrictions on the issuance of shares; and other relative, participating, optional or other special rights and privileges of each such series and the qualifications, limitations or restrictions thereof, in each case which are not inconsistent with this Article THIRD.

No holder of shares of any class of the Corporation shall have any preemptive or preferential right to subscribe for and purchase any shares of any class of the Corporation, whether now or hereafter authorized, or to subscribe for and purchase any obligations convertible into shares of the Corporation, in each case upon the offering or sale thereof, other than in any such case as the board of directors of the Corporation (the "Board of Directors"), in its discretion, may from time to time determine and during such time, on such terms and at such price as the Board of Directors may fix.

FOURTH: [Intentionally omitted.]

FIFTH: The Corporation is being incorporated by conversion from a national banking association known as Peoples Bank, National Association. The Corporation shall have all the property, rights, interests and powers of Peoples Bank, National Association, and all duties, trusts, obligations and liabilities of Peoples Bank, National Association shall continue in the Corporation. The Corporation shall assume, and be deemed to have assumed, all of the assets, accounts and liabilities of Peoples Bank, National Association as of the date of the conversion of Peoples Bank, National Association into the Corporation is completed.

SIXTH: The Board of Directors shall consist of not less than five nor more than 25 individuals, the exact number to be fixed and determined from time to time by resolution of a majority of the full Board of Directors or by resolution of a majority of the shareholders of the Corporation at any annual meeting or special meeting of such shareholders; provided, however, that the Board of Directors may not increase the number of directors to a number which: (1) exceeds by more than two the number of directors last elected by the shareholders of the Corporation where such number was 15 or less; or (2) exceeds by more than four the number of directors last elected by the shareholders of the Corporation where such number was 16 or more.

Each individual serving as a director of the Corporation, during the full term of such individual's directorship, shall own a minimum of \$1,000 aggregate fair market value of either (1) the shares of the Corporation or (2) the shares or other equity interest of Peoples Bancorp Inc., an Ohio corporation and the bank holding company controlling the Corporation ("Peoples Bancorp"), which fair market value shall be determined on the date the individual becomes a director.

Any vacancy in the Board of Directors may be filled by action of a majority of the remaining directors. A vacancy exists if the shareholders of the Corporation increase the authorized number of directors but fail at the meeting at which the increase is authorized, or an adjournment of the meeting, to elect the additional directors provided for, or if the shareholders fail at any time to elect the whole authorized number of directors.

The term of each of the directors, including directors selected to fill vacancies, shall expire at the next annual meeting of the shareholders of the Corporation at which directors are to be elected, unless a director resigns, dies or is removed from office at an earlier date.

Honorary or advisory members of the Board of Directors, who shall be without voting power or any power to make a final decision in matters concerning the business of the Corporation, may be appointed by resolution of a majority of the full Board of Directors or by resolution of a majority of the shareholders of the Corporation at any annual meeting or special meeting of such shareholders. Honorary or advisory directors shall not be counted in determining the number of directors of the Corporation or the presence of a quorum for any Board of Directors' meeting, and shall not be required to own any shares of the Corporation or any shares or other equity interest of Peoples Bancorp or any other bank holding company which may, at any time, be controlling the Corporation.

SEVENTH: There shall be an annual meeting of the shareholders of the Corporation to elect directors and transact whatever other business may be brought before the meeting. Such annual meeting of the shareholders shall be held at the main office of the Corporation or any other convenient place as the Board of Directors may designate, (1) on the day of each year specified therefor in the Code of Regulations of the Corporation (the "Code of Regulations") or (2) if that day falls on a legal holiday in Ohio, then on the next following banking day which is not a legal holiday or on any day within 60 days of the day specified therefor in the Code of Regulations as may be designated by the Board of Directors. In all cases, not less than seven nor more than 60 days' advance notice of the annual meeting shall be given to the shareholders of the Corporation in accordance with the Code of Regulations and the applicable provisions of the Ohio Revised Code.

Nominations for election to the Board of Directors may be made by the Board of Directors or by any holder of shares of any outstanding class of the Corporation entitled to vote for election of directors of the Corporation. Nominations, other than those made by or on behalf of the Board of Directors, shall be made in writing and be delivered to or mailed and received by the President of the Corporation not less than 14 days or more than 50 days prior to any meeting of shareholders of the Corporation called for the election of directors; provided, however, that if less than 21 days' notice of the meeting is given to shareholders of the Corporation, such nomination shall be delivered to or mailed and received by the President of the Corporation no later than the close of business on the seventh day following the day on which the notice of meeting was mailed to the shareholders. Such nomination shall contain the following information, to the extent known to the nominating shareholder:

- (1) The name and address of each proposed nominee.
- (2) The principal occupation of each proposed nominee.
- (3) The total number of shares of the Corporation that will be voted for each proposed nominee.
- (4) The name and residence address of the nominating shareholder.
- (5) The number of shares of the Corporation owned by the nominating shareholder.

Any nomination not made in accordance with foregoing provision may be disregarded by the chairperson of the meeting, in the chairperson's discretion, and upon the chairperson's instructions, the inspectors of elections may disregard all votes cast for such nominee. Nothing in the Code of Regulations may unreasonably restrict the nomination of directors by the shareholders.

A director may resign at any time by delivering written notice to the Board of Directors, the Chairperson of the Board or the President of the Corporation, which resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

A director may be removed by the shareholders of the Corporation at a meeting called to remove such director, when notice of the meeting states the purpose, or one of the purposes, of

the meeting is to remove such director, if such director fails to fulfill one of the affirmative requirements for qualification as a director of the Corporation, or for cause.

EIGHTH: The Board of Directors shall appoint one of its members as the President of the Corporation, and one of its members as the Chairperson of the Board, and shall have the power to appoint one or more Vice Presidents, a Secretary who shall keep minutes of the directors' and shareholders' meetings and be responsible for authenticating the records of the Corporation, a Cashier and such other officers and employees as may be required to transact the business of the Corporation. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors in accordance with the provisions of the Code of Regulations.

The Board of Directors shall have the power to:

- (1) Define the duties of the officers and employees of the Corporation.
- (2) Delegate, to the extent permissible under all applicable laws, the performance of the Board of Directors' duties, but not the responsibility for its duties, to the officers, employees and agents of the Corporation.
- (3) Fix the compensation and enter into employment contracts with the officers and employees of the Corporation, upon reasonable terms and conditions consistent with applicable law.
- (4) Dismiss officers and employees of the Corporation.
- (5) Require bonds from officers and employees of the Corporation and fix the penalty thereof.
- (6) Ratify written policies authorized by the Corporation's management or committees of the Board of Directors.
- (7) Regulate the manner in which any increase or decrease of the maximum authorized number of shares of the Corporation shall be made consistent with the applicable provisions of the Ohio Revised Code; provided that nothing herein shall restrict the power of the shareholders to increase or decrease the maximum authorized number of shares of the Corporation consistent with the applicable provisions of the Ohio Revised Code.
- (8) Manage and administer the business and affairs of the Corporation.
- (9) Adopt a Code of Regulations and bylaws, not inconsistent with applicable law or these Articles of Incorporation, for managing the business and regulating the affairs of the Corporation.
- (10) Amend or repeal the Code of Regulations, except to the extent that these Articles of Incorporation reserve this power, in whole or in part, to the shareholders of the Corporation.

- (11) Make contracts.
- (12) Generally perform all acts that are legal under all applicable laws for a board of directors to perform.

NINTH: The Board of Directors shall have the power, without the approval of the shareholders of the Corporation, to change the location of the main office of the Corporation to any authorized branch within the limits of the Marietta, Ohio service area, upon notification to the Ohio Superintendent of Financial Institutions in accordance with the applicable provisions of the Ohio Revised Code and satisfaction of any other applicable laws. The affirmative vote of the shareholders of the Corporation, in accordance with the applicable provisions of the Ohio Revised Code, shall be required for the main office of the Corporation to be relocated outside the limits of the Marietta, Ohio service area (which other location may not be more than 30 miles beyond such limits), together with the approval of the Ohio Superintendent of Financial Institutions in accordance with the applicable provisions of the Ohio Revised Code and satisfaction of any other applicable laws. The Board of Directors shall have the power, without the approval of the shareholders of the Corporation, to establish or change the location of any branch or branches of the Corporation to any other location permitted under applicable law, with the approval of the Ohio Superintendent of Financial Institutions.

TENTH: The corporate existence of the Corporation shall continue until terminated in accordance with the applicable laws of the State of Ohio.

ELEVENTH: The Board of Directors, or any one or more shareholders of the Corporation owning, in the aggregate, not less than one hundred percent of the shares of the Corporation, may call a special meeting of shareholders at any time. Unless otherwise provided by the Code of Regulations or the applicable provisions of the Ohio Revised Code, or waived by the shareholders of the Corporation, a notice of the time, place, and purpose of each annual meeting and each special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least seven days, and no more than 60 days, prior to the date of the meeting to each shareholder of record at such shareholder's address as shown upon the records of the Corporation.

TWELFTH: The Corporation shall make, or agree to make, indemnification payments to an institution-affiliated party, as defined at 12 USC § 1813(u), to pay or reimburse such person for any liability or legal expense with regard to an administrative proceeding or civil action initiated by a state or a federal banking agency, that are reasonable and consistent with the requirements of 12 USC § 1828(k) and Part 359 of the regulations promulgated thereunder by the Federal Deposit Insurance Corporation, and the requirements of the applicable provisions of the Ohio Revised Code.

The Corporation may indemnify an institution-affiliated party, as defined at 12 USC 1813(u), for any liability or legal expense, including the advancement of expenses and legal fees, in cases involving an administrative proceeding or civil action not initiated by a state or federal banking agency, in accordance with the applicable provisions of the Ohio Revised Code, provided such payments are consistent with safe and sound banking practices.

THIRTEENTH: These Articles of Incorporation may be amended at any annual meeting or special meeting of the shareholders of the Corporation. The Board of Directors may propose one or more amendments to these Articles of Incorporation for submission to the shareholders of the Corporation for consideration and adoption by the shareholders.



Department of Commerce

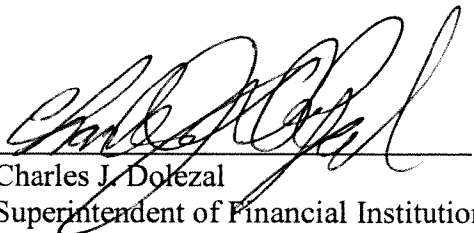
Division of Financial Institutions

John R. Kasich, Governor
Jacqueline T. Williams, Director

STATE OF OHIO DEPARTMENT OF COMMERCE DIVISION OF FINANCIAL INSTITUTIONS

THIS IS TO CERTIFY THAT, the Division of Financial Institutions approved the conversion of Peoples Bank, National Association to convert from a national bank to an Ohio State-Chartered Commercial Bank to be known as The Peoples Banking and Trust Company, effective upon the filing of the attached articles of incorporation with the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of December, 2015.



Charles J. Dolezal
Superintendent of Financial Institutions