

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6917408

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/13/2020		
CONVEYING PARTY DATA			
Name			Execution Date
TCF FINANCIAL CORPORATION			06/04/2021
RECEIVING PARTY DATA			
Name:	HUNTINGTON BANCSHARES INCORPORATED		
Street Address:	41 S. HIGH STREET		
City:	COLUMBUS		
State/Country:	OHIO		
Postal Code:	43215		
PROPERTY NUMBERS Total: 2			
Property Type	Number		
Patent Number:	8719128		
Patent Number:	8571979		
CORRESPONDENCE DATA			
Fax Number:	(216)363-4588		
<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:	2163634677		
Email:	dpoirier@beneschlaw.com		
Correspondent Name:	DUNCAN POIRIER		
Address Line 1:	200 PUBLIC SQUARE		
Address Line 2:	SUITE 2300		
Address Line 4:	CLEVELAND, OHIO 44114		
ATTORNEY DOCKET NUMBER:	48639-1		
NAME OF SUBMITTER:	DUNCAN POIRIER		
SIGNATURE:	/DUNCAN POIRIER/		
DATE SIGNED:	09/15/2021		
Total Attachments: 7			
source=Huntington - TCF certificate of merger#page1.tif			
source=Huntington - TCF certificate of merger#page2.tif			
source=Huntington - TCF certificate of merger#page3.tif			

source=Huntington - TCF certificate of merger#page4.tif

source=Huntington - TCF certificate of merger#page5.tif

source=Huntington - TCF certificate of merger#page6.tif

source=Huntington - TCF certificate of merger#page7.tif

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

J.A. _____ Religious _____

Merging / Converting TCF Financial Corporation (MI)

Surviving / Resulting Huntington Bancshares Incorporated (MD)
D00120733



ID # D00120733 ACK # 1000362013217601
PAGES: 0007
HUNTINGTON BANCSHARES INCORPORATED

06/04/2021 AT 10:06 A WO # 0005075748

**CERTIFIED
COPY MADE**

New Name _____

FEES REMITTED

Base Fee:	<u>100</u>
Org & Cap. Fee.	<u>445</u>
Expedite Fee.	
Penalty:	
State Recordation Tax:	
State Transfer Tax:	
Certified Copies	<u>27</u>
Copy Fee:	
Certificates	
Certificate of Status Fee:	
Personal Property Filings:	
NP Fund:	
Other:	

TOTAL FEES: 572

Credit Card _____ Check ☒ Cash _____

Documents on 1 Checks

Approved By 1

Keyed By: _____

COMMENT(S):

Effective:
June 9, 2021
@ 12:01 AM ET

3 of 3

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent
Designation of Resident Agent
and Resident Agent's Address
Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code _____

Attention: _____

THE CORPORATION TRUST INCORPORATED
2405 YORK ROAD
SUITE 201
LUTHERVILLE TIMONIUM MD 21093-2264

CUST ID: 0003859171
WORK ORDER: 0005075748
DATE: 06-04-2021 10:21 AM
AMT. PAID: \$572.00

**PATENT
REEL: 057487 FRAME: 0154**

ARTICLES OF MERGER

of

TCF FINANCIAL CORPORATION (a Michigan corporation)

with and into

HUNTINGTON BANCSHARES INCORPORATED (a Maryland corporation)

TCF Financial Corporation, a Michigan corporation (the "Merging Corporation"), and Huntington Bancshares Incorporated, a Maryland corporation (the "Surviving Corporation"), hereby certify to the State Department of Assessments and Taxation of Maryland (the "SDAT") that:

FIRST: The Merging Corporation and the Surviving Corporation have agreed that the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger") in accordance with the terms and conditions set forth in the Agreement and Plan of Merger, effective as of December 13, 2020 (the "Merger Agreement") by and between the Merging Corporation and the Surviving Corporation.

SECOND: The names of the entities party to the Merger are TCF Financial Corporation, a Michigan corporation, and Huntington Bancshares Incorporated, a Maryland corporation.

THIRD: The Surviving Corporation shall survive the Merger as a Maryland corporation. At the Effective Time (as defined herein) of these Articles of Merger, the charter and bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be the charter and bylaws of the Surviving Corporation.

FOURTH: The Surviving Corporation is a corporation incorporated under the laws of the State of Maryland on April 14, 1966, pursuant to the Maryland General Corporation Law.

FIFTH: The principal office of the Surviving Corporation in the State of Maryland is located in Baltimore County.

SIXTH: The Merging Corporation is a corporation incorporated under the laws of the State of Michigan on August 27, 1973, pursuant to the Michigan General Corporation Law. The Merging Corporation's principal office in Michigan, the state of its incorporation, is located in the city of Detroit. The name and address of the resident agent of the Merging Corporation in the State of Michigan is The Corporation Company, 40600 Ann Arbor Road East, Suite 201, Plymouth, MI 48170-4675. The Merging Corporation is not qualified or registered to do business in the State of Maryland and does not have a principal office in the State of Maryland

RECEIVED
JUN 04 2021
Maryland Department of
Assessments & Taxation

SEVENTH: The Merging Corporation does not own any interest in land in the State of Maryland.

EIGHTH: The terms and conditions of the Merger were advised, authorized and approved by each of the Surviving Corporation and the Merging Corporation in the manner and by the vote required by, in the case of the Surviving Corporation, its charter, bylaws and the laws of the State of Maryland, and in the case of the Merging Corporation, its articles of incorporation, bylaws, and the laws of the State of Michigan. The manners of approval by the Surviving Corporation and the Merging Corporation were as follows:

The Surviving Corporation:

(a) At a duly called meeting held on December 13, 2020, the Board of Directors of the Surviving Corporation adopted resolutions declaring that the Merger Agreement and the transactions contemplated thereby were advisable and fair to and in the best interests of the Surviving Corporation and its shareholders and adopted and approved the Merger Agreement and the transactions contemplated thereby.

(b) Pursuant to Section 3-105 of the Maryland General Corporation Law, at a duly called special meeting of shareholders held on March 25, 2021, the Merger was approved by the affirmative vote of more than two-thirds of all the votes entitled to be cast on the Merger by holders of outstanding shares of common stock of the Surviving Corporation.

The Merging Corporation:

(c) At a duly called meeting on December 13, 2020, the Board of Directors of the Merging Corporation adopted resolutions declaring that the Merger Agreement and the transactions contemplated by the Merger Agreement were in the best interests of the Merging Corporation and its shareholders, adopted the Merger Agreement and approved the Merger and the other transactions contemplated by the Merger Agreement.

(d) Pursuant to Section 450.1703a of the Michigan General Corporation Law, at a duly called meeting of shareholders held on March 25, 2021, the Merger Agreement was approved by the affirmative vote of the holders of a majority of the outstanding shares of common stock of the Merging Corporation entitled to vote on the Merger Agreement.

NINTH: The total number of shares of all classes of stock which the Surviving Corporation has the authority to issue is 2,256,617,808 consisting of: (a) 2,250,000,000 shares of common stock, par value \$0.01 per share (the "Surviving Corporation Common Stock"), and (b) 6,617,808 shares of serial preferred stock, par value \$0.01 per share (the "Surviving Corporation Serial Preferred Stock"), of which 35,500 shares are designated as Floating Rate Series B Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share, 100,000 shares are designated as 5.875% Series C Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share, 602,500 shares are designated as 6.250% Series D Non-Cumulative Perpetual

Preferred Stock, par value \$0.01 per share, 5,000 shares are designated as 5.700% Series E Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share, 5,000 shares are designated as 5.625% Series F Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share, 5,000 shares are designated as 4.450% Series G Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share, 500,000 shares are designated as 4.500% Series H Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share, and 7,000 shares are designated as 5.70% Series I Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share (the "Huntington Series I Preferred Stock"). The aggregate par value of all of the authorized shares of all classes of the Surviving Corporation is \$22,566,178.08.

TENTH: The total number of shares of all classes of stock which the Merging Corporation has the authority to issue is 222,000,000 consisting of: (a) 220,000,000 shares of common stock, par value \$1.00 per share ("TCF Common Stock"); and (b) 2,000,000 shares of preferred stock, without par value, of which 8,050 shares are designated as 5.70% Series C Non-Cumulative Perpetual Preferred Stock, without par value ("TCF Series C Preferred Stock").

ELEVENTH: Upon the Effective Time, the Merging Corporation shall be merged into the Surviving Corporation and, thereupon, the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation and all leases, licenses, property, rights, privileges and powers of whatever nature and description of the Merging Corporation shall be transferred to, vested in, and devolved upon the Surviving Corporation, without further act or deed, subject to all of the debts and obligations of the Merging Corporation.

TWELFTH: At the Effective Time, the Merger shall have the following effects on the outstanding capital stock of the Merging Corporation and the Surviving Corporation:

(a) Each share of TCF Common Stock issued and outstanding immediately prior to the Effective Time owned by the Merging Corporation or the Surviving Corporation (in each case other than shares of TCF Common Stock (i) held in any TCF Benefit Plans (as defined in the Merger Agreement) or related trust accounts, managed accounts, mutual funds and the like, or otherwise held in a fiduciary or agency capacity and (ii) held, directly or indirectly, in respect of debts previously contracted) (collectively, the "Cancelled Shares") shall automatically be canceled and shall cease to exist, and neither the Merger Consideration (as defined below) nor any other consideration shall be delivered in exchange therefor, in accordance with the terms of the Merger Agreement.

(b) Each share of TCF Common Stock issued and outstanding immediately prior to the Effective Time other than the Cancelled Shares shall automatically be converted into the right to receive, without interest, 3.0028 shares of Surviving Corporation Common Stock (the "Merger Consideration") and, if applicable, cash in lieu of fractional shares of Surviving Company Common Stock, in accordance with the terms of the Merger Agreement.

(c) Each share of TCF Series C Preferred Stock issued and outstanding immediately prior to the Effective Time shall automatically be converted into the right to receive

one newly issued share of Huntington Series I Preferred Stock, in accordance with the terms of the Merger Agreement.

(d) Each share of the Surviving Corporation Common Stock and the Surviving Corporation Serial Preferred Stock issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger.

THIRTEENTH: The Merger shall become effective at 12:01 a.m., Eastern Time, on June 9, 2021 (the "Effective Time").


FOURTEENTH: The Board of Directors of the Surviving Corporation has by duly adopted resolutions authorized the undersigned officer of the Surviving Corporation to execute these Articles of Merger. Each undersigned officer acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each officer acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

CUST ID:0003859171
WORK ORDER:0005075748
DATE:06-04-2021 10:21 AM
AMT. PAID:\$572.00

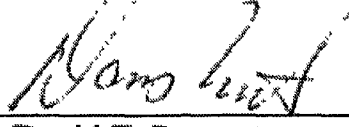
IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto as of June 4, 2021.

ATTEST:



Name: Joseph T. Green
Title: General Counsel and Secretary

TCF FINANCIAL CORPORATION:



Name: David T. Provost
Title: Chief Executive Officer

ATTEST:

Name:
Title:

HUNTINGTON BANCSHARES
INCORPORATED:

Name:
Title:

PATENT

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto as of June 4, 2021.

ATTEST:

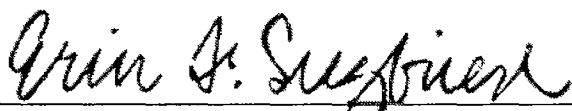
TCF FINANCIAL CORPORATION:

Name:
Title:

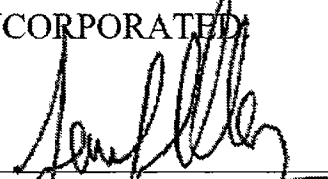
Name:
Title:

ATTEST:

HUNTINGTON BANCSHARES
INCORPORATED



Name: Erin F. Siegfried
Title: Assistant Secretary



Name: Jana J. Litsey
Title: Senior Executive Vice President and
General Counsel