

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM420342

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	08/24/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
American Chartered Bancorp, Inc.		08/24/2016	Corporation: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MB Financial, Inc.		
<b>Street Address:</b>	6111 N. River Road		
<b>City:</b>	Rosemont		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60018		
<b>Entity Type:</b>	Corporation: MARYLAND		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3198263	AMERICAN CHARTERED BANK	
<b>Registration Number:</b>	3198264	AMERICAN CHARTERED BANK	
<b>Registration Number:</b>	3749847	THE BANK FOR YOUR BUSINESS.	
<b>Registration Number:</b>	4903113	AMERICAN CHARTERED MORTGAGE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3128637894		
<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>			
<b>Phone:</b>	312.863.7194		
<b>Email:</b>	tmapps@goldbergkohn.com		
<b>Correspondent Name:</b>	Robert D. Leighton, Goldberg Kohn Ltd.		
<b>Address Line 1:</b>	55 East Monroe Street, Suite 3300		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60603		
<b>NAME OF SUBMITTER:</b>	Robert D. Leighton		
<b>SIGNATURE:</b>	/Robert D. Leighton/		
<b>DATE SIGNED:</b>	03/20/2017		
<b>Total Attachments: 4</b>			
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## ARTICLES OF MERGER

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between

**AMERICAN CHARTERED BANCORP, INC.**  
(an Illinois corporation)

and

**MB FINANCIAL, INC.**  
(a Maryland corporation)

MB FINANCIAL, INC., a corporation duly organized and existing under the laws of the State of Maryland ("**MB**"), and AMERICAN CHARTERED BANCORP, INC., a corporation duly organized and existing under the laws of the State of Illinois ("**AMERICAN CHARTERED**"), do hereby certify that:

**FIRST:** MB and AMERICAN CHARTERED agree to merge.

**SECOND:** The name and place of incorporation or organization of each party to these Articles are MB FINANCIAL, INC., a Maryland corporation, and AMERICAN CHARTERED BANCORP, INC., an Illinois corporation. MB shall survive the merger as the successor corporation and shall continue under the name "MB FINANCIAL, INC." as a corporation of the State of Maryland.

**THIRD:** MB has its principal office in the State of Maryland in Baltimore City. AMERICAN CHARTERED has no principal office in the State of Maryland. AMERICAN CHARTERED was incorporated on September 13, 1988 under the general laws of the State of Illinois. AMERICAN CHARTERED is not registered or qualified to do business in the State of Maryland. AMERICAN CHARTERED does not own an interest in land in the State of Maryland.

**FOURTH:** The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to these Articles in the manner and by the vote required by its charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) The Board of Directors of MB, at a meeting held on November 20, 2015, adopted resolutions which declared that the proposed merger was advisable and approved the proposed merger on substantially the terms and conditions set forth or referred to in the resolutions.

(b) The Board of Directors of AMERICAN CHARTERED, at a meeting held on November 19, 2015, adopted resolutions approving the

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agreement for the proposed merger and recommending that the agreement for the proposed merger be approved by the shareholders of AMERICAN CHARTERED entitled to vote thereon.

(c) The agreement for the proposed merger was approved by the shareholders of AMERICAN CHARTERED at the special meeting of shareholders of AMERICAN CHARTERED held, after appropriate notice, on March 15, 2016 by the affirmative vote of the holders of not less than two-thirds of the votes of the outstanding shares of the common stock, no par value, of AMERICAN CHARTERED, and the 8% Cumulative Voting Convertible Preferred Stock, Series D, no par value, of American Chartered, voting together as a single class, which was the required vote pursuant to AMERICAN CHARTERED's charter and the Illinois Business Corporation Act of 1983, as amended.

**FIFTH:** No amendment to the charter of MB is to be effected as a part of the merger.

**SIXTH:** The total number of shares of stock of all classes which each corporation party to these Articles has authority to issue and the number of shares of stock of each class are as follows:

(a) The total number of shares of stock of all classes which MB has authority to issue is 130,000,000 shares, 120,000,000 of which are classified as common stock (par value \$.01 per share) and 10,000,000 of which are classified as preferred stock (par value \$.01 per share). The aggregate par value of all the shares of stock of all classes of MB is \$1,300,000.

(b) The total number of shares of stock of all classes which AMERICAN CHARTERED has authority to issue is 120,000,000 shares, 100,000,000 of which are classified as common stock (no par value) and 20,000,000 of which are classified as preferred stock (no par value).

**SEVENTH:** The merger does not change the authorized stock of MB.

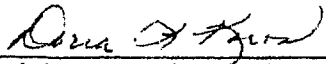
**EIGHTH:** The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, for other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

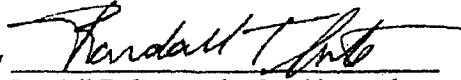
(a) At the effective time of the merger (the "Effective Time"), (i) each share of the common stock of AMERICAN CHARTERED that is issued and outstanding immediately prior to the Effective Time, other than shares held by persons who have perfected dissenters' rights under the laws of the State of Illinois and other than shares owned by MB FINANCIAL or AMERICAN CHARTERED, (ii) each share of the 8% Cumulative Voting Convertible Preferred Stock, Series D, of AMERICAN CHARTERED ("AMERICAN

IN WITNESS WHEREOF, MB FINANCIAL, INC. has caused these Articles of Merger to be signed in its name and on its behalf by its chief financial officer and witnessed by its secretary on August 24, 2016.


WITNESS:

MB FINANCIAL, INC.  
(a Maryland corporation)

  
\_\_\_\_\_  
Doria L. Koros, Vice President and  
Secretary

By   
\_\_\_\_\_  
Randall T. Conte, Vice President and  
Chief Financial Officer

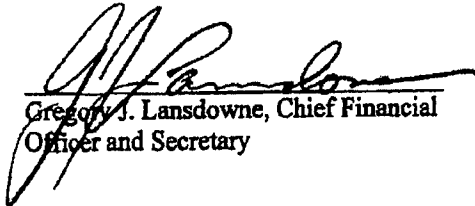
THE UNDERSIGNED, Vice President and Chief Financial Officer of MB FINANCIAL, INC., who executed on behalf of said Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


  
\_\_\_\_\_  
Randall T. Conte, Vice President and  
Chief Financial Officer

IN WITNESS WHEREOF, AMERICAN CHARTERED BANCORP, INC. has caused these Articles of Merger to be signed in its name and on its behalf by its chief executive officer and witnessed by its chief financial officer and secretary on August 24, 2016.

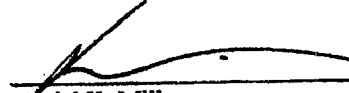
WITNESS:

AMERICAN CHARTERED BANCORP, INC.  
(an Illinois corporation)

  
\_\_\_\_\_  
Gregory J. Lansdowne, Chief Financial  
Officer and Secretary

By   
\_\_\_\_\_  
Daniel K. Miller,  
President and Chief Executive Officer

THE UNDERSIGNED, President and Chief Executive Officer of AMERICAN CHARTERED BANCORP, INC. who executed on behalf of said Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
\_\_\_\_\_  
Daniel K. Miller,  
President and Chief Executive Officer

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