

INSTRUCTIONS

These forms contain the instructions to prepare the documents for a charter amendment.

Also, please include the following:

One copy of the Board of Directors Resolution to call a stockholders meeting resulting from **changing location of main office, changing number of directors, or changing name of bank;**

One copy of the minutes of the stockholders meeting at which the amendment was adopted;

Two original certificates of Amendment to Charter, both with original signatures and certified by the **President or Chief Executive Officer or Vice President** of the institution in accordance with A.C.A. §23-48-308; and

Check in the sum of \$200.00 for the filing fee.

For charter amendments for name change, the following is also required:

Proof of publication

Federal and state trademark/servicemark results

Once this documentation has been received, it can be forwarded to the members of the State Banking Board for their approval.

If you have any questions, you may contact this office.

DIRECTORS' RESOLUTION

BE IT RESOLVED that *(a special) (the annual)* meeting of the stockholders of _____
_____ will be held on the ___ day of _____
_____, 20____, located at _____ at the hour of _____
o'clock, _____.m., and the stockholders present or represented at said meeting shall be asked to
vote upon a proposal to amend the charter of this bank in such manner as to¹:

- *(change the location of the main office of this bank from _____ to _____);*
(present location) (proposed location)
- *(change the corporate name of this bank from _____ to _____);*
(present corporate name) (proposed corporate name)
- *(change the number of directors at this bank from _____ to _____);*
(present # of directors) (proposed # of directors)

The Secretary of the Board is directed to give written notice to the effect that said
(special)(annual) meeting will be held to consider the foregoing proposal, and to mail a certified
copy of this resolution to each stockholder of this bank by first class mail, postage prepaid,
addressed to such stockholder at his or her address as shown on the books of the bank, such
mailing to be effected not less than ten (10) days before the date of the meeting unless the bank's
Bylaws call for a longer notice of a meeting, in which event the longer notice must be given.

The foregoing resolution was duly adopted at a *(regular) (special)* meeting of the bank's
Board of Directors on the _____ day of _____, _____.

Chairman of the Board

Secretary of the Board

¹ Use the italicized paragraph which is appropriate and disregard the others. It is not necessary to indent the words contained in the selected paragraph.

STOCKHOLDERS' MEETING

(Have the stockholders meet and adopt a resolution reading:)

BE IT RESOLVED that Paragraph _____ of the Articles of Agreement and Incorporation of _____ is hereby amended to read as follows:

(Here copy the amendment as set out in the single spaced language found in the accompanying "Certificate of Amendment to Charter".)

The Chairman and Secretary of the Board are instructed to take such steps as may be necessary to have said charter amendment approved by the supervisory banking authorities and established of record.

Secretary of the Board

The undersigned Chairman of the Board does hereby certify that the following resolution was *(unanimously/majority, etc)* approved on the _____ day of _____, 20 _____, by the stockholders of this bank.

Chairman of the Board

CERTIFICATE OF AMENDMENT TO CHARTER

(After the stockholders' meeting, prepare this form, and have it signed in duplicate)

STATE OF ARKANSAS)
)
COUNTY OF _____)

The undersigned _____, as Chairman of the Board, and _____
_____ as Secretary of the Board, respectively, of _____, of _____
_____ Arkansas, certify that at *(a special)(the annual)* meeting of the
stockholders of said bank held on the _____ day of _____, 20____,
Paragraph _____ of the Articles of Agreement and Incorporation of said bank was
amended to read as follows²:

- “ _____: *The place of business of said corporation shall be _____.*”
(proposed location)
- “ _____: *The name of said corporation shall be _____*”
(proposed corporate name)
- “ _____: *The affairs and business of the corporation shall be conducted and controlled by a Board of Directors not less than _____ nor more than _____ members. Said Board of Directors shall elect one of its members as President, and such number of Vice-Presidents as may be provided by the Bylaws, and may also elect a Secretary, Treasurer, and Cashier.*”

The number of shares outstanding on the date of said stockholders' meeting was _____.

The number of shares whose owners were present in person or by proxy at said stockholders' meeting was _____.

The owners of _____ shares who were present or represented by proxy at said meeting voted for the adoption of said charter amendment.

² Use the italicized paragraph which is appropriate and disregard the others. It is not necessary to indent the words contained in the selected paragraph.

On the _____ day of _____, 20____, the Board of Directors of said bank adopted a resolution providing that at (a special)(the annual) meeting to be held on _____ 20____, a proposal to amend Paragraph _____ of the Articles of Agreement and Incorporation to read as above set out would be submitted to all stockholders present or represented at said (*special*)(*annual*) meeting, and a true copy of such resolution was mailed by first class mail, postage prepaid, to each stockholder of the bank at the address of such stockholder as shown on the books of the bank on the _____ day of _____, 20____.

IN WITNESS WHEREOF we have hereunto set our hands and the Seal of said bank on this _____ day of _____, 20____.

Signature
(must be President or CEO or Vice President)

Printed Name

Title

Sworn and subscribed before me this _____ day of _____, 20____.

Notary Public

My Commission Expires:

PROXY
(SPECIAL) (ANNUAL) MEETING
(NOTE: Form for all proxies)

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as shareholder(s) of _____, of _____, Arkansas, hereby nominate and appoint _____ and _____, and each of them, as proxies and attorneys in fact for the undersigned with full authority and uncontrolled discretion to vote all shares of said bank owned by the undersigned at the *(special)(annual)* meeting of the stockholders of said bank to be held in the banking house of the bank at _____ o'clock, _____.m., on the _____ day of _____, 20____, or at any adjournment of said meeting, upon any matter coming within the scope of (a special)(an annual) meeting, and/or coming within the scope of the proposals to be submitted to the stockholders at said meeting as set out in the resolution of the Directors dated _____, 20____. The undersigned agree(s) that the above named proxies, acting jointly, or either of them acting separately, may represent the undersigned in voting the shares of the undersigned at said meeting; all action taken by said joint proxies, or either of them, as said meeting will be binding upon the undersigned.

This proxy may be revoked only upon written notice signed by the undersigned and delivered to the President or Secretary of the Board prior to the date of the *(special)(annual)* meeting above mentioned.

Executed on this ____ day of _____, 20____.

CHARTER AMENDMENT APPLICATION
FOR
CHANGE OF BANK CORPORATE NAME

Prior to filing an application with the State Bank Department for a charter amendment to change the corporate name of a state bank, the bank must complete the following procedures:

- A) Publish legal notice of intention to change the corporate name of the bank one (1) time in a newspaper of statewide circulation. Such notice shall include both the current corporate name of the bank and the proposed new name. A copy of the legal notice must accompany the application (See attached Example); and
- B) Request a current check of both state and federal trademark or servicemark filings on the proposed new name. Evidence must accompany the application for charter amendment verifying the applicant has made a trademark or servicemark search and no trademark or servicemark exists for the proposed name.

Once the charter amendment is received by the State Bank Department, notice of the filing of the application will be sent to all state-chartered banks by electronic transmission. Any protestants will have seven (7) days from the date the Department notice was sent to file an official protest to the application. An official protest must be provided to the Department in written form delineating the reasons for the protest and must be accompanied by a filing fee of two hundred dollars (\$200).

LEGAL NOTICE

Notice is hereby given that name of bank, physical address, city, Arkansas, intends to make application to the Arkansas State Bank Department for prior approval to change the corporate name the bank to proposed name.

Any person desiring to comment on the application may do so by filing his/her comments in writing to the Arkansas State Bank Department, Bank Commissioner, 1 Commerce Way, Suite 303, Little Rock, Arkansas 72202.