

APPLICATION TO REORGANIZE AND RELOCATE BANK CHARTER

submitted to the

ARKANSAS STATE BANK DEPARTMENT

By

Corporate Title of Applicant

Charter Number

Street Address

City

County

State

Zip Code

(hereinafter referred to as "**Applicant**")

hereby applies to the State Bank Commissioner, the State Banking Board and the _____

(FDIC or Federal Reserve)

for written approval to reorganize and relocate its bank charter to be known as:

Proposed Name

Proposed Location (Street Address)

City

County

State

Zip Code

Name, title, address, and telephone number of person(s) to whom inquiries concerning this application may be directed:

Population of Proposed Location (last census) _____ Fee Enclosed \$ _____

I hereby certify that the bank's Board of Directors has authorized the filing of this application and that to the best of my knowledge, it contains no misrepresentations or omissions of material facts.

Signature of Authorized Officer

Date of Application

Typed Name

Title

Telephone Number

AUTHORITY AND PROCEDURES

Copies: An original and 11 copies of the complete application should be filed with the Department. Additionally, please provide an original and five (5) copies of any *confidential or financial documentation* which is separately bound, such as biographical information.

Authority: A.C.A. § 23-48-306(a)(1) and (b) provides that “Any state bank may apply for authority to change its place of business from one municipality to another by filing with the Commissioner, as an amendment to its articles of incorporation, two copies of a resolution to that effect, and such additional information which the Commissioner may require. The amendment shall become effective when it has been approved by the Commissioner and the State Banking Board.”

Stenographer/Recorder: Applicant is responsible for procuring and paying for a verbatim record of the proceedings of the State Banking Board hearing of the application. It shall be the duty of Applicant to furnish at least one (1) copy of the transcript to the Commissioner free of charge. A.C.A. § 23-46-406(f).

Stockholder Approval: “Any state bank, through amendment to its articles of incorporation, may change its corporate name and effect any fundamental change in its corporate affairs which may be accomplished by charter amendment under any other statute of Arkansas. An amendment to the articles of incorporation may be adopted on the affirmative vote of the owners of a simple majority of each class of stock entitled to vote on the proposed amendment.” A.C.A. § 23-48-307(a)(1) and (a)(5) and (c).

Filing of Charter Amendments: “Proposed charter amendments are to be filed with the Bank Commissioner *in duplicate with original signatures*, each to be certified by the president or a vice president. Each duplicate shall have annexed thereto, over the official signature, a certificate showing:

- 1) the date on which the amendment was authorized by the stockholders
- 2) the number of shares of each class entitled to vote on the amendment which were outstanding on the date of the stockholders' meeting
- 3) the number of shares of each class entitled to vote on the amendment whose owners were present in person or by proxy
- 4) the number of shares of each class voted for and against the amendment; and
- 5) the manner in which the meeting was called and the time and manner of giving notice, with a certification that the meeting was lawfully called and held.” A.C.A. § 23-48-308.

In addition to the filing of the charter amendments in ***duplicate***, the application must be accompanied by a certified copy of the minutes of the Board of Directors meeting at which a meeting of the stockholders was called to approve the amendment to the articles of incorporation reflecting relocation of the bank’s main office. Alternatively, a waiver of notice of the stockholders meeting should be submitted, when applicable. **Separately**, a certified copy of the minutes of the stockholders meeting at which the amendment(s) was approved must be submitted.

“One of the duplicate copies of any charter amendment filed with the Commissioner and certified as prescribed in this section, bearing an endorsement of the Commissioner showing that the

AUTHORITY AND PROCEDURES
(continued)

amendment has been approved by him and by the State Banking Board shall be returned to the applicant state bank. The amendment shall become effective when it has been approved by the Commissioner and the State Banking Board.” A.C.A. § 23-48-308(d).

Fictitious Name: Pursuant to A.C.A. § 23-48-309 – Names of state banks and subsidiary trust companies; “No state bank or subsidiary trust company shall conduct any business in this state under a fictitious name unless it first files with the Commissioner a form supplied or approved by the Commissioner giving the following information:

- 1) The fictitious name under which business is being or will be conducted by the applicant entity;
- 2) A brief statement of the character of business to be conducted under the fictitious name; and
- 3) The name, home state, and location (giving city and street address) of the registered office in the state of the applicant entity.”

If it is Applicant’s intention to use a fictitious name, a separate “Application for Fictitious Name” must be completed.

See Attachment – **Application for Fictitious Name**

Notice Published by Applicant: Notice of intent to file an application must be published three times at equal weekly intervals in a newspaper of statewide circulation. The first publication shall be within ten (10) calendar days prior to the application’s filing date. Publication shall be as close as practicable. Publications must provide for a fifteen-day comment period beginning with the actual filing of the application. Original proofs of publication must accompany the application to the Bank Commissioner.

FDIC publication requirements for applications to relocate a main office provide that the notice shall be published in a newspaper of general circulation at least once each week on the same day for two consecutive weeks. The notice shall be published in the community in which the main office is currently located and in the community to which it is proposed the main office will relocate. Evidence of notice must accompany the application. The application should be submitted to the appropriate Regional Director (DSC) on the date the notice is published, or within five (5) days after the last required publication.

In addition to the notice of publication described above, the notice of the application shall be posted in the public lobby of the office to be relocated, for at least fifteen (15) days beginning on the date of the last published notice required.

Fees: Applicant shall submit a non-refundable filing fee of six thousand five hundred (\$6,500) payable to the State Bank Department to defray the expense of an investigation of the application.

AUTHORITY AND PROCEDURES

(continued)

Notice of Public Hearing: Notice of the time, place, and purpose of a meeting of the State Banking Board and the Bank Commissioner to consider the merits of the application shall be given at least thirty (30) days prior to such hearing:

- 1) by letter from the Commissioner to the sponsor(s) of the application and any protestant that has filed an official written protest to the application; and
- 2) release to the news media. A.C.A. § 23-46-405.

Judicial Review: The time for filing a petition for the judicial review under the Arkansas Administrative Procedures Act, 25-15-201 et seq., shall run from the date the final decision of the board is mailed or delivered, in written form, to the party desiring to appeal.

The action of the Commissioner and the Board **may** be subject to review by:

- 1) the Circuit Court of the county in which the petitioner resides or does business or,
- 2) the Circuit Court of Pulaski County, provided a petition for review is filed in the appropriate court within thirty (30) days after service upon such petitioner of written findings of fact, conclusions of law, etc. A.C.A. § 25-15-212 and A.C.A. § 23-46-407.

GENERAL INFORMATION AND INSTRUCTIONS

Applicant is to submit the information and documentation requested in the following sections in support of the application. The State Bank Department, the Federal Deposit Insurance Corporation, and the Federal Reserve System reserve the right to require the filing of additional statements and information. If any information initially submitted in the application changes significantly during the processing of the application, such changes **must** be communicated promptly to the State Bank Department and the appropriate federal regulator.

Applicant's presentation is not limited to the questions and requests contained in the formal application. Applicant bears the full burden of presenting and documenting evidence to meet the statutory criteria for approval and such information deemed necessary by applicant may accompany the application.

Pursuant to the provisions of the Freedom of Information Act, the application is a public document and available to the public upon request, with the exception of personal financial statements submitted in support of the application. If Applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to the competitive position of the Applicant, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested. A request must discuss in detail the justification for confidential treatment. Information for which confidential treatment is requested should be:

- 1) specifically identified in the public portion of the application by reference to the confidential section:
- 2) separately bound; and
- 3) labeled "Confidential." The Bank Commissioner will determine whether information submitted as confidential will be so regarded and will advise Applicant of any decision to make available to the public information labeled "Confidential."

SUPPORTING INFORMATION/DOCUMENTATION

Applicant is requested to submit the following information and/or documentation in support of the application. Please number responses to correspond with the following:

- 1) State the Board of Directors' reasons for filing an application to relocate the main office of the bank.
- 2) Submit a certified copy of a Board Resolution authorizing the filing of an application to relocate the bank's main office. The Board Resolution must specify an authorized expenditure amount that includes all fixed asset expenditures associated with establishment of the new office.

See Attachment - **Resolution of the Board of Directors**

- 3) Submit a certified copy of the minutes of the Board of Directors meeting at which a meeting of the stockholders was called to approve the amendment to the articles of incorporation reflecting relocation of the bank's main office. Alternatively, a waiver of notice of the stockholders meeting should be submitted, when applicable. ***Separately***, please submit a certified copy of the minutes of the stockholders meeting at which the certificate of amendment to the articles was approved. Refer to Filing of Charter Amendments - page 2.
- 4) Two copies of the proposed charter amendment (*amendment to articles of agreement and incorporation*) to be submitted in duplicate with original signatures.

See Attachment - **Charter Amendment**

- 5) Proof of publication evidencing that the applicant has given notice of filing through publication by three insertions at equal intervals in a newspaper of statewide circulation. Publication shall be as close as practicable to the date the application is filed with the State Bank Department, but no more than ten calendar days prior to the filing date. Publications must provide for a fifteen-day comment period beginning with the actual filing of the application.

See Attachment - **Legal Notice**

- 6) A corporate or business (strategic) plan must accompany the application. The plan shall set forth the reorganized bank's goals and address how each is to be achieved. The plan must project beyond the current fiscal year and should include goals and objectives for the first five (5) years of reorganization.
- 7) List the reorganized bank's operating policies and note the status of each policy.
- 8) Discuss any plans to establish an informational web page or a transactional web page.

SUPPORTING INFORMATION/DOCUMENTATION

(continued)

- 9) A feasibility study must accompany the application, which shall include financial objectives, a market perspective and analysis of the site location. The study shall also include, at a minimum, the following information:
- a) describe the geographic boundaries of the proposed service area
 - b) evaluate and discuss economic conditions of the market to be served
 - c) discuss historical trends and future prospects regarding population, unemployment rates, personal income, and business growth. Provide supporting data and identify source of information
 - d) list major employers in the area and identify the type of industry and number of employees for each company
 - e) discuss the community's economic diversity and/or disclose any dependence on a particular industry
 - f) discuss prospects for establishment of new businesses or layoffs in the community
 - g) identify products and services to be offered
 - h) identify any new or expanded services to be offered by Applicant that are not currently available in the proposed market area
 - i) review competition and complete competition attachment; and
 - j) discuss plans for current main office.
- 10) A brief legal description of any property to be acquired, a physical description of any structures to be acquired or constructed, and an itemized schedule of costs. Submit a copy of any option-to-purchase agreement executed by the bank or its representative and any proposed contract or estimate of costs to be incurred in relocating the main office. If the property already has been acquired, note the date of Commissioner approval.

See Attachment - Fixed Asset Expenditures

- 11) Provide evidence that management has assessed environmental risks (existing and/or potential contamination and anticipated cleanup costs) associated with the property to be acquired.
- 12) Provide a copy of the proposed lease(s) of any property or assets associated with relocation of the main office.

SUPPORTING INFORMATION/DOCUMENTATION

(continued)

- 13) Provide an itemized list of all equipment, furniture, fixtures, vault, etc., to be acquired. The bank, in establishing this new office, must develop external security procedures and install security devices in compliance with applicable federal statutes and regulations.
- 14) Minimum capital requirements are set forth in A.C.A. § 23-48-310. Notwithstanding statutory requirements, the Bank Commissioner will exercise his judgment as to the adequacy of the proposed capital structure. Evidence that the purchase price of all subscribed shares has been paid into some depository bank under written instructions approved by the Bank Commissioner (*See attached Depository Agreement*) must be provided before an application is accepted for filing. Please attach to this application a sample stock subscription offer (*See attached Stock Subscription Offer*) and a complete alphabetized list of proposed shareholders including name, address and number of shares subscribed.

A statement of the paid-in capital structure is as follows:

	Number of shares	Par value per share	Amount
Preferred capital	()	(\$)	\$
Common capital	()	(\$)	
Surplus			
Undivided Profits			
Other segregations of the capital account*			
Total capital			\$

**Describe other segregations of capital, including intangibles.*

- 15) It shall be the policy of the proposed reorganized bank to maintain at all times an adequate ratio between the total sound capital structure and the value of the bank's assets. Provide the following:
 - a) A depository agreement of subscription proceeds of stock must be submitted.

See attachment – **Depository Agreement**
 - b) Request that escrow bank submit a notice directly to the Bank Department verifying the amount of funds being held in escrow.
 - c) Provide a copy of the stock offering if applicable.
- 16) Discuss details concerning any involvement, directly or indirectly, by an insider (*executive officers, directors, or shareholders who directly or indirectly control five (5) percent or more of any class of outstanding voting stock*) of the bank or bank holding company (*if applicable*) or their immediate family or related interests. Provided the following information regarding any financial arrangements relating to

SUPPORTING INFORMATION/DOCUMENTATION

(continued)

fees, the acquisition of property, leasing of property, and construction contracts:

- a) name of individual or related interest and relationship to the bank; and
 - b) information to reflect that terms and conditions are not more favorable, for seller/lessor, than would be available in a comparable transaction with an unrelated party (*information should include the fair market value or appraised value of any property, building, fixtures, equipment, etc., to be acquired and comparative sales information*). The appraisal or evaluation submitted must be prepared by an independent party.
- 17) List the names of the natural persons who propose to own or control more than five percent (5%) of the capital stock. Also, describe any past or present connection with any depository institution, financial institution, or national trust company, other than as a customer on terms generally available to the public for each proposed director and each subscriber to more than five percent (5%) of the capital stock.
- 18) Submit a projected budget and pro forma balance sheet of the bank for a five-year period from the date the reorganization and relocation is proposed to become effective. If additional capital is needed to comply with minimum capital requirements, submit the proposed capital plan.

See attachment – **Estimated Financial Statements**

- 19) The proposed Directors and Executive Officers are listed below with information concerning each. Following the name of each, provide a brief resume of past business and banking experience and any other qualifications as well as a brief statement of the proposed duties and responsibilities in connection with bank operations. It is also requested that each proposed Director, Organizer, Principal Shareholder, and Executive Officer complete the attached **Interagency Biographical and Financial Report** and return with the application.

Name, Citizenship, Residence & Occupation	Age	Title or Position	Net Worth	Annual Salary	Par Value of Stock to be Subscribed Preferred Common

SUPPORTING INFORMATION/DOCUMENTATION

(continued)

- 20) Describe any other changes in the present directorate or executive management of the reorganized bank.
- 21) Discuss the impact of the relocation on the human environment, specifically, information on compliance with local zoning laws, rules and regulations and the effect on traffic patterns.
- 22) For your benefit, the “Request for Cultural Resource Assessment” form is included with this application. The form is not used by the Arkansas State Bank Department, FDIC or Federal Reserve to process this application. However, the Arkansas State Historic Preservation Officer may require the information included on the form to support a Section 106 review in accordance with the National Historic Preservation Act. Please contact the Arkansas Historic Preservation Program Section 106 manager at 501-324-9880 if you have any questions.

See Attachment - **State Historic Preservation Information**

- 23) Describe the fidelity insurance to be in effect at the time of reorganization and relocation of the charter.
- 24) State the anticipated date the reorganization and relocation of charter is to occur.

RESOLUTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Applicant Bank at a meeting duly called and held on _____

(Date)

adopted the following Resolution:

WHEREAS it is the sense of this meeting that application should be made on behalf of this bank to the State Bank Commissioner, the State Banking Board and to the

_____ for written consent to reorganize and relocate the
(FDIC/Federal Reserve)
bank charter:

Name of Applicant Bank

Street Address

City

County

State

in accordance with provisions of **State and Federal law**;

NOW, THEREFORE, IT IS RESOLVED, pursuant to the approval of a simple majority of outstanding shares entitled to vote, that the President or Vice President of this bank are hereby authorized and directed to make application on behalf of this bank to the State Bank Commissioner, the State Banking Board and the _____

(FDIC/Federal Reserve)

to reorganize and relocate the bank charter to be known as:

Proposed Name of Bank

Street Address

City

County

State

and to submit in connection therewith information on several factors enumerated in State and Federal statutes and to provide such assurances as may be required for the purpose of inducing the State Bank Commissioner, the State Banking Board and the Board of Directors of the _____

_____ to grant written consent to the

(FDIC/Federal Reserve)

reorganization and relocation as indicated in this Resolution. The Board of Directors of the Applicant Bank hereby authorizes expenditures up to \$_____ for the reorganization and relocation of the bank charter.

The above Resolution has not been rescinded or modified and has been duly entered in the minutes book of the Applicant Bank. Application is made, hereby.

Chairman of the Board

Date

Seal

LEGAL NOTICE
(for non-member banks)

Notice is hereby given that *(name and location of applicant)* has made application to the Federal Deposit Insurance Corporation and the Arkansas State Bank Department for *(subject matter of application, including the specific location)*.

Any person wishing to comment on this application may submit his or her comments to the Federal Deposit Insurance Corporation (FDIC) at <https://cra.fdic.gov>. Alternatively, persons may submit comments in writing at 600 North Pearl Street, Suite 700, Dallas, Texas 75201, not later than *(insert the date fifteen (15) days after the publication date)*. The non-confidential portions of the application are on file at the Dallas Area Regional Office and are available for public inspection during regular business hours. Photocopies of the non-confidential portions of the application file will be made available upon request.

Any person desiring to comment on this application to the Arkansas State Bank Department may do so by filing his or her comments in writing to the State Bank Commissioner at the office of the department, 1 Commerce Way, Suite 303, Little Rock, Arkansas 72202. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than fifteen (15) days following the date of the actual filing of the application.

This notice is published pursuant to Arkansas Banking Code of 1997, as amended, and Part 303.7 of the Rules and Regulations of the Federal Deposit Insurance Corporation.

LEGAL NOTICE

NOTE: Federal Reserve member banks are required to publish separate legal notices for the Federal Reserve and the State Bank Department:

(for Federal Reserve member banks)

(Name and location of main office) intends to apply to the Federal Reserve Board for permission to relocate its main office to: *(address, city, county, state)*. The Federal Reserve considers a number of factors in deciding whether to approve the application including the record of performance of banks we own in helping to meet local credit needs.

You are invited to submit comments in writing regarding this application to the Federal Reserve Bank of St. Louis, P.O. Box 442, St. Louis, Missouri 63166-0442. *(or other appropriate Federal Reserve Bank. Comments can also be submitted electronically at Comments.Applications@stls.frb.org. The comment period will not end before (date-must be no less than fifteen (15) days from date of notice)*. The comment period will not end before *(date - must be not less than fifteen (15) days from date of notice)* and may be somewhat longer. The Board's procedures for processing applications may be found at 12 C.F.R. Part 262. Procedures for processing protested applications may be found at 12 C.F.R. § 262.25. To obtain a copy of the Board's procedures, or if you need more information about how to submit your comments on the application contact Holly Rieser, Senior Manager at (314) 444-4713. The Federal Reserve will consider your comments and any request for public meeting or formal hearing on the application if they are received by the Reserve Bank on or before the last date of the comment period.

This notice is published pursuant to the Federal Reserve Act, as amended.

LEGAL NOTICE

(continued)

(for the Arkansas State Bank Department)

Notice is hereby given that (name and location of applicant) has made application to the Arkansas State Bank Department for (subject matter of application, including the specific address, city, county and state specific of the proposed location).

Any person desiring to comment on this application to the Arkansas State Bank Department may do so by filing his or her comments in writing to the State Bank Commissioner at the office of the department, 1 Commerce Way, Suite 303, Little Rock, Arkansas 7220211. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than fifteen (15) days following the date of the actual filing of the application.

This notice is published pursuant to The Arkansas Banking Code of 1997, as amended.

FIXED ASSET EXPENDITURES

PERMANENT QUARTERS ANTICIPATED

Give brief physical description of structures to be acquired or constructed, including square footage, number of offices, number of teller windows, etc. Also, include legal description of property.

Circle One	Owned	Leased	Total Cost
IF OWNED	Land Building Furniture and Equipment TOTAL FIXED ASSET EXPENDITURE		
IF LEASED	Leasehold Improvements Furniture and Equipment TOTAL FIXED ASSET EXPENDITURE		

Additional comments:

TEMPORARY QUARTERS ANTICIPATED

Are temporary quarters anticipated: Yes ☐ No ☐
If yes, complete the following:

STREET ADDRESS	DIRECTION AND DISTANCE FROM PERMANENT QUARTERS
	MONTHLY RENTAL OR COST (SPECIFY)

Give brief physical description of structures to be acquired or constructed, including square footage, number of offices, number of teller windows, etc. Also, include legal description of property.

Give brief physical description of structures to be acquired or constructed, including square footage, number of offices, number of teller windows, etc. Also, include legal description of property.

COMPETITION

Discuss the effects of the proposed transaction on existing competition in the relevant geographic markets.

List the name and location of any financial institutions now serving the trade territory to be served by the resulting institution.

Please state what effect, if any, the merger will have on the local competition.

Please provide the current market share of Applicant and Target in their respective locations.

DEPOSITORY AGREEMENT
OF
SUBSCRIPTION PROCEEDS TO STOCK OF

(INSERT PROPOSED NAME OF REORGANIZED BANK)

THIS DEPOSITORY AGREEMENT executed this _____ day of _____, 20____, by

and between _____
(Proposed Name and Address of Bank to be Reorganized)

hereinafter called "Bank", and _____, _____
(Name of Escrow Bank) (City)

Arkansas, hereinafter called the Escrow Bank.

WITNESSETH:

WHEREAS representatives of the Bank and others propose reorganization of _____ a state-chartered commercial bank in _____,
(Current Name of Bank) (City),

Arkansas, to be reorganized as _____, in _____,
(Proposed Name of New Bank) (City),

Arkansas, and have individually subscribed to varying total varying total amounts of money at the rate of _____ dollars per share of stock subscribed; and,

WHEREAS it is understood and related in the Subscription Agreement executed by subscribers to stock of the Bank that the subscription proceeds will be deposited with Escrow Bank for that period of time which will ensue from collection of said subscription moneys until the same are either disbursed to the Bank in its capacity as a newly reorganized bank or refunded to the subscribers as related in their Subscription Agreements; and

WHEREAS, Escrow Bank has agreed to accept the subscription moneys and deposit them in a special account in Escrow Bank for use of the Bank subject to the terms and conditions of this Depository Agreement.

NOW THEREFORE, in consideration of the premises, the parties covenant and agree as follows:

- 1) The Bank hereby delivers to Escrow Bank for deposit in Escrow Bank the sum of \$ _____, the same to be evidenced by a Certificate of Deposit dated _____, _____, supplied to the Bank upon delivery of the aforesaid moneys. It is anticipated that, from time to time, the Bank will deposit additional moneys with Escrow Bank, which likewise shall be evidenced by a Certificate of Deposit and/or a

deposit to a checking account at the discretion of the Bank and subject to the terms, conditions and covenants of this agreement.

- 2) The parties understand and expect that the Bank and the subscribers to the Bank will make application to the Arkansas State Bank Department for a reorganization and relocation of a charter for the Bank. It is understood, expected and agreed that Escrow Bank will retain the deposits left with it hereunder for such period of time as will be required to accomplish both of the aforesaid transactions, and, if successful, Escrow Bank agrees to deliver the deposited moneys only to the Bank Commissioner, Arkansas State Bank Department, 1 Commerce Way, Suite 303, Little Rock, Arkansas 72202, upon his written request.
- 3) If the Bank is unsuccessful in its application for reorganization and relocation of a state bank charter, and the effort to reorganize the Bank is abandoned, Escrow Bank will disburse the proceeds deposited with it hereunder to the duly authorized representatives of the Bank who in turn shall return the funds to each subscriber to stock as related in their Subscription Agreement. Provided, however, that Escrow Bank shall not disburse said funds until the investments, as provided in Paragraph 4 herein, are matured, and said disbursements shall further be subject to the conditions of Paragraph 5 herein.
- 4) The moneys held by Escrow Bank shall be continuously invested and reinvested in a ninety-daytime deposit account subject to the rules and regulations of Escrow Bank and any regulatory agency of the state or federal government which may be applicable. Any profits realized from said investments shall be, upon written request, paid only to the Bank Commissioner, Arkansas State Bank Department, 1 Commerce Way, Suite 303, Little Rock, Arkansas 72202, or otherwise, in accordance with the provisions of Paragraph 3 contained herein. Escrow Bank is not responsible for the verification of any expense and will rely solely upon the representations of the Bank.
- 5) Escrow Bank is authorized to act upon any document believed by it to be genuine and to be signed by the proper party or parties and will incur no liability in so acting. Escrow Bank accepts the initial deposit and all future deposits relying upon the complete authority of the Bank to act on behalf of its subscribers to stock in said Bank. Escrow Bank shall not be responsible in any manner for the validity or sufficiency of any subscription agreement or for any of the provisions thereof, nor shall Escrow Bank be responsible in any manner for the validity of any stock certificates or representations of the Bank to its subscribers for stock. Escrow Bank shall not be responsible for any defaults of the Bank under any agreements with subscribers to its stock. Escrow Bank shall be fully protected with respect to any action taken or suffered under this agreement in good faith by it. The Bank warrants and covenants with Escrow Bank that if the venture is unsuccessful, the Bank shall pay to each subscriber all sums of money theretofore deposited by or for the account of the Bank and the Bank agrees to indemnify and hold Escrow Bank harmless for any sums disbursed to the Bank.

IN WITNESS WHEREOF, the parties have set their names the day and year first above written.

Name of Bank

Name of Escrow Bank

IN REORGANIZATION

_____, Arkansas

By _____
Organizers

By _____

By _____
Organizers

ESTIMATED FINANCIAL STATEMENTS

Provide estimated pro forma balance sheets and income statements of the reorganized bank for five years of operations.

Applicant may report financial information in another format, however, please include all categories listed below. Add other accounts that may have a bearing on the evaluation of the application.

	YEAR 1	YEAR 2	YEAR 3	YEAR 4
AVERAGE ASSETS				
Cash				
Securities				
Loans				
Less Reserves				
Fixed Assets				
Other Real Estate				
Goodwill				
Other Assets				
TOTAL ASSETS				
AVERAGE LIABILITIES				
Non-Int Bearing Dep				
Int Bearing Deposits				
TOTAL DEPOSITS				
Fed Funds Purchased				
Other Borrowings				
Subordinated Notes				
Other Liabilities				
TOTAL LIABILITIES				
TOTAL EQUITY CAPITAL				
TOTAL EQUITY CAPITAL & LIABILITIES				
OPERATING EARNINGS				
Int and Dis on Loans				
Int and Div on Sec				
Other Operating Inc.				
GROSS OPERATING INC				
OPERATING EXPENSES				
Int Deposits				
Int Borrowings				
Salaries and Wages				
Prov for Loan Loss				
Other Operating Exp				
Income Taxes				
TOTAL OPERATING EXP				
NET OPERATING INC				

ARKANSAS STATE BANK DEPARTMENT
APPLICATION FOR FICTITIOUS NAME

To: Susannah T. Marshall
Bank Commissioner
Arkansas State Bank Department
1 Commerce Way, Suite 303
Little Rock, Arkansas 72202

Pursuant to the provisions of The Arkansas Banking Code of 1997, the undersigned applicant hereby applies for the use of a fictitious name and submits herewith the following statements:

1. The name of the applicant and its date of qualification in Arkansas:

2. The home state of applicant:

3. The fictitious name under which business is being or will be conducted by the applicant entity:

4. The location (*street address, city, county, state and zip*) of the office where the fictitious name will be used:

5. The character of the business to be conducted under such fictitious name is:

6. The location (*street address, city, county, state and zip*) of the registered office of applicant in Arkansas is:

Signature: _____

Date: _____

*Chairman of the Board, CEO, President
or other officers (If directors have not
been selected, the incorporator may
execute.)*

Address: _____

INSTRUCTIONS

Prepare this form in duplicate and send to the Arkansas State Bank Department, Little Rock, Arkansas.

Publish legal notice of intention to file an application for use of a fictitious name (*see example below*) one (1) time in a newspaper of statewide circulation. Such notice shall include the current corporate name, the proposed fictitious name, and the location or locations where the proposed fictitious name will be used. A copy of the legal notice must accompany the application.

Request a current check of both state and federal trademark or service-mark filings on the proposed fictitious name. Evidence must accompany the application for use of a fictitious name verifying the applicant has made a trademark or service-mark search and no trademark or service-mark exists for the proposed fictitious name.

Once the application for use of a fictitious name 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 protestant 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 twenty-five dollars (\$25). The Bank Commissioner will make the final determination on the use of a fictitious name.

If accepted, the duplicate bearing the file marks of the Commissioner will be returned to the state bank, registered out-of-state bank or subsidiary trust company. A.C.A. § 23-48-309

Fee: \$25.00

LEGAL NOTICE (for the Arkansas State Bank Department)

Notice is hereby given that (*Bank Name, Address, City, County*), Arkansas has made application to the Arkansas State Bank Department for the use of the fictitious name _____.

The proposed fictitious name will be used at the following *branch* or *limited purpose office* (whichever is applicable), at the proposed location (*address, city, county, state*)_____.

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

STATE HISTORIC PRESERVATION INFORMATION

For use by State Historic Preservation Officer

Received: _____

CH#: _____

N/E: _____

Survey: _____

Mail completed form to:

State Historic Preservation Officer

Arkansas Historic Preservation

1100 North Street

Little Rock, Arkansas 72201

501-324-9880

REQUEST FOR CULTURAL RESOURCE ASSESSMENT

I. Applicant _____ County of project _____

Applicant's address _____ City _____ Zip _____

Contact person _____ Telephone _____

Contact person's address, if different from applicant's

Street/P.O. Box _____ City _____ Zip _____

If applicant is not a federal agency, to which federal agency is applicant applying:

Federal Program: _____

Circle type of assistance sought:

Grant Loan Other

Signature of applicant or contact person requesting this assessment

Date _____

II. 1. Briefly describe this project:

If program involves more than one project/activity, complete separate assessment for each one.

2. Has the identical project been previously submitted for cultural resource assessment?

Yes No

3. Project Location

- a. Attach a county, city, or USGS quad map indicating the precise location of the project and the acreage involved. If program involves more than one project/activity, one map, indicating all projects, is sufficient.

- b. How many acres are in the project area? _____ acres
- c. If the project is outside city limits, give a quarter-by-quarter section, township, and range description (not necessary if the project map contains the information).
-
4. To your knowledge has a cultural resources survey been conducted in the project area.
(If **yes**, attach survey report.) Yes No
5. a. Will the project involve an addition to or destruction, alteration, or renovation of any structure? (If **no**, proceed to item 6) Yes No
- b. Was affected structure built before World War II?
(If **no**, proceed to item 6) Yes No
- c. Who owns the structure? _____
- d. What was the approximate date of construction? _____
- e. Attach snapshots of front and rear elevations; another snapshot should indicate the location of any proposed addition/alteration.
- f. Have plans and specifications for the renovation, alteration, or addition been completed? Yes No
- g. Attach plans. (Plans for a new structure to replace a demolished one should not be attached.)
6. a. Will construction take place adjacent to any structure which is approximately fifty years old or older? (If **no**, proceed to item 6) Yes No
- b. Give address of structure(s), and, if known, owner's name and telephone.
-
- c. Give approximate construction date of structure(s). _____
- d. Attach snapshot of structure(s) and on project map indicate its location in relation to the project.
7. Has the ground at the project location been previously developed, graded, or disturbed (Other than in connection with any structure described in item 5)? Yes No
- (If **yes**, describe disturbed/developed portion (graded, farmed, etc.) and indicate on project map.)
-
-

8. a. Will this project necessitate the acquisition of fill material?
(If **no**, proceed to item 6) Yes No
- b. Approximately how many cubic yards of material will be acquired: _____ cu. yd.
- c. Has the site from which material will be acquired been selected? Yes No
(If **no**, proceed to item 9)
- d. Indicate borrow area(s) on project map and **GIVE APPROXIMATE ACREAGE** of each borrow site.
- _____
- _____
- e. Has material been taken from the borrow area(s) for other projects? Yes No
9. a. Does this project involve road/street construction? Yes No
(If **no**, proceed to item 10)
- b. Give special attention to item 6 **AND** indicate on project map each:
1. New right-of-way
 2. New street/road construction
 3. Street/road to be overlaid
 4. Street/road to be widened
10. Will this project affect any property which is of apparent educational or scientific interest? Yes No
(If **yes**, describe the interest (geological, biological, etc.)
- _____
- _____
11. Describe the present use and condition of the property?
- _____
- _____
12. If necessary, elaborate on the above questions, and/or include any additional information which you think would be helpful in the review of this project.
- _____
- _____

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 President, and _____, as Secretary, 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 follows¹:

- “_____ : *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*

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.

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 _____ day of _____, 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

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.

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____.

President

Secretary

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

Notary Public

My Commission Expires:

DIRECTORS' RESOLUTION

BE IT RESOLVED that *(a special) (the annual)* meeting of the stockholders of this bank will be held on the _____ day of _____, 20____, in the banking house of _____ 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 Bank 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

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 this bank 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 president and *(Secretary)(Cashier)* of this bank 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

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____.

