

APPLICATION TO RELOCATE MAIN OFFICE

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 _____
_____ for written approval to relocate its main office to the following location and
(FDIC/Federal Reserve)
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 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 Board hearing of the application. 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. Except as provided in § 23-48-313(a)(1)(C), unless a greater percentage of votes is required in the articles of incorporation for an amendment of any provision of the articles of incorporation, 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 chief executive officer or a vice president. Each duplicate shall have annexed thereto, over the official signatures, 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 copy of the minutes of the stockholders meeting at which the amendment(s) was approved must be submitted and signed by the Chairman/President of the Board and Secretary of the Board.

"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 amendment has been approved by him or her 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).

AUTHORITY AND PROCEDURES

(continued)

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 this 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 once a week for three (3) consecutive weeks in a newspaper of statewide circulation. The first publication shall be within ten (10) calendar days prior to the application’s filing date. Publications must provide for a fifteen (15) 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 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 15 days beginning on the date of the last published notice required.

Fees: Applicant shall submit a non-refundable filing fee of \$2,500 payable to the State Bank Department to defray the expense of an investigation of the application.

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. by release to the news media. A.C.A. § 23-46-405.

Stenographer: Applicant is required to furnish one copy of the **transcript of the proceeding of the hearing** to the Commissioner free of charge.

AUTHORITY AND PROCEDURES

(continued)

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 or after 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 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**

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

SUPPORTING INFORMATION/DOCUMENTATION

(continued)

- 9) 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.
- 10) 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. Provide the following information regarding any financial arrangements relating to 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 bank must submit two appraisals, evaluations, or other required documentation, with both valuations being prepared by an independent party.
- 11) Address the following issues:
 - a) discuss why management proposes to relocate the main office
 - b) discuss how the relocated main office complies with Applicant's written strategic plan
 - c) identify services to be offered to support consumer needs; and
 - d) plans for current main office.
- 12) List all financial institutions now serving the area (include savings and loans and credit unions). Footnote facilities established within the last 18 months (identify approximate date of opening).

See Attachment - **Competition**

- 13) Submit a projected budget and pro forma balance sheet of the bank for a three-year period from the date the relocation is proposed to become effective. If additional capital is anticipated submit the proposed capital plan.
- 14) 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.

SUPPORTING INFORMATION/DOCUMENTATION

(continued)

- 15) 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**

- 16) Submit the names and principal occupation(s) of any persons joining the directorate or executive management as a result of the proposed relocation. Describe any other changes in the present directorate or executive management of the bank. Submit resumes where appropriate.
- 17) State the anticipated date the new main office would be open for business.

RESOLUTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Applicant Bank at a meeting duly called and held on _____
adopted the following Resolution: (Date)

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 relocate the main office of the bank: (FDIC/Federal Reserve)

Name of Applicant Bank

Street Address

City County State Zip

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 Chief Executive Officer 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 _____ to
relocate the main office of the bank and for the bank to be known as: (FDIC/Federal Reserve)

Proposed Name of Bank

Street Address

City County State Zip

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 establishment
(FDIC/Federal Reserve)
of a relocation as indicated in this Resolution. The Board of Directors of the Applicant Bank hereby
authorizes expenditures up to \$_____ for the relocation of the main office.

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/President Date

Secretary of the Board Date

**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 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.

(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 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 72202. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than 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.

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.

STATE HISTORIC PRESERVATION INFORMATION

For use by State Historic Preservation Officer

Mail completed form to:

Received: _____
CH#: _____
N/E: _____
Survey: _____

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.

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

Date: _____

Address: _____

INSTRUCTIONS

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

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 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

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 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.

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.

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 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:

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____.

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.