

Instructions—Organization Certificate

For New Bank Charters and Converting Institutions

1. At the first meeting of the organizers (i.e., the people who filed and signed the charter application and others who have received prior approval from the OCC), the organizers execute in duplicate the Organization Certificate before a notary or judge of a court of record. For a converting institution, the board of directors executes the Organization Certificate. The same people should execute the Organization Certificate and the Articles of Association.
2. The organizers or converting institution submit(s) a signed original of the Organization Certificate to the appropriate district office for processing by Licensing staff and retain one signed original or copy for the bank's records. The OCC will acknowledge receipt and maintain the Organization Certificate in the bank's corporate history file in Washington, D.C.

Specific Requirements

1. The name of the association must include the word "National." If used in the name, the word "Association" must be spelled out fully.
2. The location should specify the city/town/village, county, and state. A street name should not be given. The location should be the same as that originally proposed and approved by the OCC.
3. The amount of authorized stock, the number of shares, and the par value of capital stock should be included and should be the same as that originally proposed and approved by the OCC.
4. The name, place of residence, and number of shares to be held by each organizer, director, and known shareholder should be included.
5. At least five persons, all of whom signed the original application and the Articles of Association and received OCC clearance, must sign the document. For a converting institution, a majority of the board of directors must sign the Organization Certificate.
6. The document must be properly notarized.

Organization Certificate

[For a new bank charter] We, the undersigned, having associated ourselves to organize an association for carrying on the business of banking, under the provisions of the United States Code, as amended, do make and execute the following Organization Certificate:

[For a converting institution] We, the undersigned, a majority of the directors of (name and location) having been authorized by the affirmative vote of shareholders owning not less than 51 percent of its capital stock to change and convert this institution to a national banking association, and to execute the necessary Organization Certificate, under the provisions of the statutes of the United States, do sign and execute the following Organization Certificate:

FIRST. The title of the association shall be _____ .

SECOND. The main office of the association shall be located in _____ , county of _____ , and state of _____ , where it shall conduct the general business of banking. [For limited or special purpose banks, alternatively include the following: where it shall limit its business to (specify activities consistent with those included in the association's Articles of Association).]

THIRD. The authorized amount of capital stock of this association shall be \$ _____ , and be divided into _____ shares of \$ _____ each.

FOURTH. [For new bank charters] The name and the residence of each organizer/director/shareholder of this association with the number of shares that will be held by each, are:

<u>Name¹</u>	<u>Residence (town or city and state)</u>	<u>Number of Shares²</u>
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[For conversion to a national bank] The name and residence of each shareholder of the converting institution, which is to become a national bank under the aforesaid provisions of the United States statutes, as listed on its records.

FIFTH. This certificate is made so that we [or (name of the converting institution) and its shareholders] may avail ourselves of the advantages of the aforesaid provisions of the United States Code, as amended [and that the converting institution may be changed and converted into a national banking association under the foregoing title]. In witness thereof, we have signed this document this _____ day of _____ , _____ .

¹Each approved organizer should subscribe to at least one share of stock. Approved directors should subscribe to at least \$1,000 par value, unless qualifying shares are held in another company (12 USC 72).

²The number of shares listed on this form does not need to total the proposed aggregate amount of opening day capital stock.

Print or Type Names _____

Signatures _____

Notary's Affirmation

State of _____

County of _____

Subscribed and sworn (affirmed) to before the undersigned, who is not an officer of the above-named bank, this _____ day of _____, _____.

Official Seal
of Notary

Notary Public: _____

Commission Expires: _____