

# Shareholders' Resolution

## Resolution to Voluntarily Liquidate

The shareholders of (name of bank), charter (number), located at (street address), met on (date of shareholders' meeting), having received (number) days notice of the proposed business and

RESOLVED, that (name of bank) be placed in voluntary liquidation, under the provisions of 12 USC 181 and 182, to take effect on (planned effective date) at (time AM/PM); and,

RESOLVED, that the following person(s) is/are appointed to serve as liquidating (agent/committee) of the bank. The liquidating (agent/committee's) bond shall be posted in the amount of \$(amount) as set by the board of directors pursuant to 12 USC 181.

Name	Business Address/Telephone Number
1. _____ (The first name listed is the agent/correspondent for the liquidating committee.)	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____
6. _____	_____
7. _____	_____
8. _____	_____

*[For Purchase of Assets and Assumption of Liabilities, Add:]*

FURTHER RESOLVED, that the terms and conditions of a purchase and assumption agreement, dated (date of board of directors' agreement), entered into between this bank and (name of purchasing institution), as authorized by the boards of directors of the respective banks, providing for the sale of assets of this bank to and the assumption of its deposit liabilities by the purchasing bank be and are hereby ratified and approved.

*[For All Liquidations:]*

The foregoing resolutions were adopted by the following vote, representing at least two-thirds of the capital stock of the bank, with no officer or employee having acted as proxy, and no director having voted his/her own shares via proxy.

Number of shares voted in favor of the resolutions \_\_\_\_\_  
Number of shares voted against the resolutions \_\_\_\_\_  
Number of shares of capital stock outstanding \_\_\_\_\_

The following persons are elected to the board of directors:

**Because of the directors' responsibilities under the statutes, a full board of not less than five members must be qualified at all times until the liquidation has been completed.**

Name	Business Address/Telephone Number
1. _____	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____
6. _____	_____
7. _____	_____
8. _____	_____

The proposed voluntary liquidation will be published daily for eight weeks (weekly for nine weeks if daily publication is not available), beginning (date) in (name of newspaper), circulated in (location of bank's main office or nearest community if no newspaper is circulated in place of main office).

I hereby certify that the foregoing is an accurate report of the vote and of the resolutions adopted at a meeting of the bank shareholders on this date.

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(President or Cashier)

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Date