

**INSTRUCTIONS FOR COMPLETING THE CONVERSION
OF A STATE-CHARTERED INSTITUTION INTO A
NATIONAL BANK OR FEDERAL SAVINGS ASSOCIATION**

The conversion of an Ohio-chartered bank, savings bank, or savings & loan association into a national bank, federal savings bank, or federal savings & loan association does not require the approval of the Ohio Superintendent of Financial Institutions. Nevertheless, certain documentation must be filed with the Division of Financial Institutions so that the corporate charter of the state institution may be cancelled on the effective date of the transaction. Also, notice of the conversion must be submitted to certain other state and local government agencies in Ohio.

Therefore, the following documents must be submitted to the Division of Financial Institutions at least 10 days prior to the effective date of the conversion:

1. A copy of the plan of conversion and all exhibits.
2. Certified copies of the proceedings of the board of directors and shareholders showing approval of the reorganization by the requisite percentage of the directors and shareholders.
3. A Certificate of Dissolution (form enclosed) completed pursuant to §1701.86 of the Ohio Revised Code and a check in the amount of \$35, payable to the Secretary of State, to cover the statutory filing fee.
4. An “Affidavit In Lieu of Dissolution Releases from Various Governmental Authorities” and an “Affidavit of Personal Property” (forms enclosed) for each Ohio-chartered financial institution that is a party to the reorganization.
5. A copy of the decision of the appropriate federal regulator authorizing the reorganization.

These documents are required by Sections 1701.79 and 1701.81 of the Ohio Revised Code to remove the corporate charter of the state institution from the active records of the Ohio Secretary of State. Following review by the Division, the documents will be forwarded to the Secretary of State for filing on the effective date. This is preliminary to the transfer or closing of accounts with various government agencies in Ohio, including the Treasurer of State, the Department of Taxation, the Bureau of Worker's Compensation, the Division of Unemployment Compensation, and the appropriate county offices.

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF OHIO)
) ss.
COUNTY OF _____)

The undersigned, _____, being first duly sworn, deposes and says that he/she is president, vice president, secretary, treasurer (strike out inapplicable words) of _____, (name of savings association)

an Ohio corporation; that this affidavit is made in compliance with Section 1701.86 of the Ohio Revised Code in connection with the conversion of said corporation from an Ohio corporation into a federal association; that said corporation has personal property only in _____ County(ies)/has no personal property in any county in the State of Ohio (strike out inapplicable phrase); and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature

Sworn to and subscribed before me and in my presence this _____ day of _____ 20____.

(SEAL)

Notary Public

AFFIDAVIT
In Lieu of Dissolution Releases from Various Governmental Authorities

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named governmental agencies was advised in writing by

(Name of Savings Association)

(Address of Savings Association)

of the scheduled conversion of said association from an Ohio-chartered savings association into a federal savings association under the title of _____, and that the resulting federal savings association shall be responsible for the obligations of _____ (name of state savings association) in accordance with the applicable provisions of Section 1701.95 of the Ohio Revised Code.

	AGENCY	DATE NOTIFIED ¹
1.	Ohio Department of Taxation Dissolution Section Box 2476 Columbus, OH 43215-0420	_____, 20__
2.	Ohio Bureau of Employment Services Status and Liability Section 145 South Front Street Columbus, OH 43215-0556	_____, 20__
3.	Ohio Bureau of Workers Compensation 246 North High Street Columbus, OH 43215-0581	_____, 20__
4.	The Treasurer of each County named below: _____ _____ _____ _____	_____, 20__ _____, 20__ _____, 20__ _____, 20__ _____, 20__

NOTE: This affidavit must be signed by a duly authorized officer of the corporation.

X _____
Signature

Title

¹ The written notifications must be made on or before the date this affidavit is executed.

Sworn to before me and subscribed in my presence this _____ day of _____, 20__.

SEAL

Notary Public