

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

The merger 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 merger 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 merger:

1. A copy of the executed reorganization agreement and all exhibits.
2. Certified copies of the proceedings of the board of directors and shareholders of each constituent financial institution showing approval of the reorganization by the requisite percentage of the directors and shareholders.
3. A Certificate of Merger (form enclosed) completed pursuant to §1701.81 of the Ohio Revised Code and a check in the amount of \$50, 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.