

**STATE OF OHIO
DEPARTMENT OF COMMERCE
DIVISION OF FINANCIAL INSTITUTIONS**

"An Equal Opportunity Employer and Service Provider"

**APPLICATION FOR APPROVAL OF AN AMENDMENT
TO THE ARTICLES OF INCORPORATION BY
THE BOARD OF DIRECTORS OF AN OHIO-CHARTERED BANK**

Who Must File This Application

This application must be prepared and filed by an Ohio-chartered bank upon adoption by the board of directors of any amendments to the bank's Articles of Incorporation, as provided for in Section 1103.09 of the Ohio Revised Code.

Please Note: If the amendment to the Articles of Incorporation is part of another transaction for which an application for approval by the Superintendent of Financial Institutions is required (e.g., a merger), a separate application for approval of an amendment to the Articles of Incorporation is not required.

General Information

Sections 1103.09 (A) and (B) of the Ohio Revised Code permits the board of directors to adopt amendment to the bank's Articles of Incorporation to do the following

1. To authorize the shares necessary to meet conversion or option rights when certain conditions specified in the statute apply.
2. To reduce the authorized number of shares of a class by the number of shares of that class that have been redeemed, or have been surrendered to or acquired by the bank upon conversion, exchange, purchase, or otherwise, or to eliminate from the articles of incorporation all references to the shares of a class, and to make any other change required, when all of the authorized shares of that class have been redeemed, or surrendered to or acquired by the bank.
3. To reduce the authorized number of shares of a class by the number of shares of that class that were canceled, pursuant to section 1107.07 of the Revised Code, for not being issued or reissued and for not being fully paid-in within one year after the date they were authorized or otherwise became authorized and unissued shares.
4. To amend the Articles of Incorporation to consolidate into one document the original articles of incorporation and all previously adopted amendments to the articles of incorporation that are in force at the time.

The amendment or amended Articles of Incorporation may be adopted at a meeting of the board of directors by the affirmative vote of a majority of the directors, or without a meeting of the board of directors by the written consent of all of the directors.

Application

In order to make application to the Superintendent of Financial Institutions for approval to amend the Articles of Incorporation of an Ohio-chartered bank, the following documents shall be submitted to the Division of Financial Institutions:

1. A cover letter describing the transaction and identifying a contact person for questions or additional information.

2. Two originally executed Certificates of Amendment to Articles of Incorporation (form enclosed) **showing the resolution adopted by the board of directors approving the amendment or the amended Articles of Incorporation.** In accordance with Section 1103.19 of the Ohio Revised Code, the Certificate of Amendment must be signed by the chairman, president or a vice president and by the secretary or assistant secretary of the bank. The Certificate may not be signed by one person in two capacities.

Application Processing

These documents may be submitted to the Division of Financial Institutions in draft form for review before adoption by the board of directors. It is requested that the drafts be submitted at an early date to allow sufficient time for review and comment well in advance of the date proposed for consideration by the directors.

Upon receipt of the application, the Division will conduct a preliminary review to determine if the application is substantially complete and acceptable for processing, and will notify the applicant in writing of the decision on acceptability. A check, payable to the Secretary of State to cover the statutory fee for filing the amendment in that office, must be submitted prior to approval of the amendment. The amount of that fee will be determined upon receipt of the application.

Within 60 days of receipt of the Certificate of Amendment and other documents, the Superintendent of Financial Institutions shall approve or disapprove the amendment pursuant to Section 1103.09(E) and (F) of the Ohio Revised Code. If approved, the Superintendent will execute his approval on the Certificate of Amendment and forward it to the Secretary of State, along with the appropriate filing fee. Upon filing by the Secretary of State, the amendment shall be effective.

If the Superintendent fails to act within 60 days of receiving the application, the bank must forward a copy of the Certificate of Amendment directly to the Secretary of State for filing. Upon filing by the Secretary of State, the amendment shall be effective.

Upon receipt of the Certificate of Amendment, the Secretary of State will file the same and furnish certified copies to the bank and Division of Financial Institutions.