

**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 SHAREHOLDERS 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 bank's shareholders of any amendments to its Articles of Incorporation, as provided in Section 1103.08 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**

A bank must amend its Articles of Incorporation and make application to the Superintendent of Financial Institutions for approval to accomplish the following:

1. To change its name.
2. To change the location of its principal place of business to a city, village, township or county different from that stated in its current Articles of Incorporation.
3. To change the purpose for which the corporation was formed.
4. Capital Stock
  - To increase or decrease the number of authorized shares of any class.
  - To increase or decrease the par value of shares of any class.
  - To change the number of authorized shares of any class into the same or a different number of shares of any other class.
  - To create a new class of shares.
  - To change the express terms of any class of shares.
  - To reduce the authorized number of shares to cancel shares redeemed, surrendered, or otherwise acquired by the bank.
  - To authorize the holding of unissued shares or treasury shares for conversion rights or options; employee stock purchase or ownership plans; mergers, consolidations, or acquisitions; the purchase of real estate for the transaction of the bank's business; or other specified purposes [R.C. 1103.08(D)].
  - To authorize the bank to purchase shares of its own stock with the prior written approval of the Superintendent of Financial Institutions [R.C. 1103.08(C)].
5. To add or change any other provision of the Articles [R.C. 1103.08(A)].

Section 1103.08(A) of the Ohio Revised Code prescribes the methods by which the shareholders may adopt amendments to the Articles of Incorporation or adopt amended Articles of Incorporation.

## Application

The following documents shall be submitted to the Superintendent of Financial Institutions to obtain approval to amend the Articles of Incorporation of a Ohio-chartered bank:

1. A cover letter describing the transaction and identifying a contact person for questions or additional information.
2. A certified copy of the resolution, if any, adopted by the board of directors proposing the amendment or the amended Articles of Incorporation for shareholder action.
3. Copies of the notice of meeting and any proxy solicitation materials furnished to the shareholders in connection with the annual or special meeting of shareholders at which the amendment was presented for adoption.
4. Two originally signed Certificates of Amendment to Articles of Incorporation **showing the resolution of the shareholders adopting the amendment or the amended Articles of Incorporation** and the basis and manner of adoption. 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 shareholders. 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 mailing the notice of meeting.

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 1103.08(G) and (H) 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 certification of the filing to the Division of Financial Institutions, which will forward such certification to the bank.