

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Conversion From National Banking Association or
Oklahoma Chartered Bank Into Stock Association)



STATE OF OKLAHOMA

STATE BANKING DEPARTMENT

NAME OF APPLICANT _____

STREET ADDRESS _____ CITY _____

COUNTY _____ STATE _____ ZIP CODE _____

Application for Certificate of Authority

(Conversion From National Banking Association or
Oklahoma Chartered Bank Into Stock Association)

A. Applicant Information.

Legal Name of Commercial Bank Proposing to Convert to Stock Association (“Applicant”)

Legal Name of Applicant’s Holding Company, If Any

Proposed Legal Name of Stock Association (must include the words “Savings and Loan Association”, “Savings Association”, or “Savings Bank” preceded by appropriate descriptive word or words).

Applicant’s Main Office Address (Street, City, County, State, and Zip Code)

Will proposed stock association’s main office be the same as Applicant’s? **G** yes **G** no.
If “no,” provide new main office address.

Applicant’s Branch Office Address(es) (Street, City, County, State, and Zip Code) (attach as Exhibit if necessary)

Name, Address and Telephone Number of Individual to Whom Communications Are to be Sent

B. General Filing Requirements and Fees.

1. One original and four copies of this Application must be filed with the Oklahoma Bank Commissioner.
2. Include with this Application a check payable to the Secretary of State in the amount of \$200.
3. Include with this Application a check payable to the Oklahoma Bank Commissioner in the amount of \$2,000 to defray costs of an investigation of the Applicant. This amount shall be considered a deposit to be used toward the amount owing under Title 18 O.S. § 381.15(B). An additional amount may be owing under Title 18 O.S. § 381.16(B) upon completion of the Banking Department’s examination.
4. Applicant is responsible for filing all documents required by, and complying with all rules of, Applicant’s federal regulatory agencies and all federal agencies which may regulate the proposed association.

C. Specific Filing Requirements.

Include the following with this Application:

1. Two copies of the minutes of the annual or special meeting of Applicant's stockholders called to consider the conversion to a stock association, verified by the affidavit of the Applicant's secretary or assistant secretary.
2. One original and four copies of the proposed association's certificate of incorporation, signed and acknowledged by all of the incorporators and addressed to the Oklahoma Secretary of State. (See Title 18 O.S. § 381.17 as to contents of certificate of incorporation).
3. One original and four copies of the proposed association's bylaws. (See Title 18 O.S. § 381.26 as to contents of bylaws).
4. Two copies of the plan of conversion by Applicant to a stock association, verified by the affidavit of the Applicant's secretary or assistant secretary. The plan shall provide for the continuation or succession of competent management subject to the approval of the Bank Commissioner, and shall further provide that any material change, or deviation from, the business plan must receive the prior approval of the Bank Commissioner. Additionally, the plan must include copies of the following (unless such documents are currently on file with the Oklahoma State Banking Department):
 - a. Reports of condition for the most recent two years;
 - b. Office of Thrift Supervision Regulatory Bulletin 32-9;
 - c. The most recent external audit conducted by the Applicant; and
 - d. The plan for payment of expenses of conversion of the proposed association until it is incorporated and is granted a certificate of authority.

D. Information About the Incorporator(s) and Proposed Managing Officer.

Complete a Biographical and Financial Report for each incorporator and for the proposed managing officer of the proposed association. One Biographical and Financial Report is included with this Application. Additional copies should be made, as necessary, by the Applicant.

E. Data About the Community.

If the converted association will locate its main office in a community where Applicant currently has no facility, attach as an exhibit information regarding conditions in the community or market area where the association will transact business showing reasonable promise of success.

F. Need for Proposed Association.

If the converted association will locate its main office in a community where Applicant currently has no facility, attach data concerning the need for the proposed association.

G. Budget.

If Applicant has not been in existence for three years, attach as an exhibit the projected and proposed annual budget for the association during the first three years of operation.

H. List of Shareholders.

This paragraph applies only if Applicant is not currently regulated by the Oklahoma State Banking Department or if names of shareholders and amount of shares held will change with regard to the proposed association. Attach a list of all shareholders (and the number of shares held by each) of the Applicant. If Applicant is wholly owned by a holding company, attach a list of all shareholders (and the number of shares held by each) of the holding company. If the names and amount of shares held will change at the time of conversion, attach a list as described herein for the proposed association and its holding company, if any.

I. List of Subsidiaries.

If Applicant is not currently regulated by the Oklahoma State Banking Department, attach a list and description (with addresses) of all operating subsidiaries and service corporations of Applicant. If the names, operation, or location of operating subsidiaries or service corporations will change at the time of conversion, attach a list as described herein for the proposed association.

J. Legal Opinion.

Attach a legal opinion that describes how the proposed transaction is deemed permissible under federal and state laws.

The undersigned represents that all information contained in this Application, its exhibits and attachments is true and correct to the best knowledge of the undersigned.

Name of Applicant's Representative Officer

Title of Applicant's Representative Officer

Signature of Applicant's Representative Officer