

Authority for Conversion to National Bank

I hereby certify that, at a meeting of the shareholders of (*insert name of institution*) located at (*insert street address*) in the (*insert city, county*) and (*insert state*) held on (*insert date*), the required notice of the meeting having been given, as provided by the appropriate state or federal laws, the following resolutions were voted upon:

That upon the effective date specified in the Comptroller of the Currency's letter issuing the charter, (*insert name of institution, city, state*), an institution now functioning under (*insert state or federal law*), be changed or converted under the provisions of the statutes of the United States into a national banking association, with the title, (*insert name of bank*).

That the authorized amount of capital stock of this institution shall be (*\$ insert amount*), divided into (*insert number*) shares of common stock of the par value of (*insert \$ amount*) each.

That the directors of the institution, through an action by a majority of the directors of the institution, be authorized to execute the Articles of Association and an Organization Certificate for the national banking association, to execute all other papers and to do whatever may be required to make the conversion to a national banking association complete.

That (*insert director's names*), who are now directors of the institution, continue as directors of the national banking association until others are elected or appointed in accordance with applicable statutes and the bank's Articles of Association.

I further certify that the above resolutions were adopted by the affirmative vote of the holders of a majority of the outstanding shares, or any greater percentage required by applicable federal or state law.

Signature of (President, Cashier or Secretary)