

APPLICATION FOR AUTHORITY TO ORGANIZE A SUCCESSOR INSTITUTION
PURSUANT TO SUBSECTION 658.42(2), FLORIDA STATUTES

(NAME OF PROPOSED SUCCESSOR INSTITUTION)

(Address of Proposed Successor Institution)

NAME OF THE RESULTING FINANCIAL INSTITUTION:

NAME OF CONSTITUENT FINANCIAL INSTITUTION(S):

GENERAL INSTRUCTIONS
FOR FILING A SUCCESSOR INSTITUTION APPLICATION

This successor institution application was devised to facilitate the acquisition process by which a merger is consummated between an existing financial institution and a successor institution, a wholly-owned subsidiary of a holding company. This process may also be used for an internal reorganization of a financial institution when a holding company is being created. As a policy, because a significant amount of informational requirements are eliminated in a successor institution application, the Office of Financial Regulation (hereinafter referred to as OFR) requires that an application for approval to merge, merger agreement, and plan of merger must be filed with OFR prior to issuance of a final order for the successor institution.

It must be understood by the applicants that no certificate of authority to commence business will be issued to the successor institution if the proposed merger is not consummated. If the merger is not perfected in the manner and fashion contemplated by the successor institution application and the merger application, it will become necessary for the successor institution to be dissolved. In such case, the successor institution will be responsible for filing the necessary articles of dissolution.

If an existing constituent financial institution has trust powers and the organizers of the successor institution wish to have the resulting financial institution assume its trust powers, the organizers must so notify OFR. Trust powers shall then flow through the successor institution to the resulting financial institution, and may be exercised by the resulting financial institution in the manner described in Section 658.45(4)(a), Florida Statutes.

Org: 4384300000 Flair Object Code: 001061 EO: V1 Revenue Source Code: 218
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ORGANIZATION

On behalf of:

_____,
(A Proposed Holding Company)

(A Registered Financial Institution Holding Company)

(hereinafter referred to as Applicant) the undersigned hereby applies to OFR for Authority to Organize a Financial Institution, pursuant to Section 658.42(2), Florida Statutes.

Applicant certifies that the sole purpose for forming a successor institution is to cause it to become a constituent financial institution under a plan of merger and merger agreement involving the merger of the financial institutions described within this application. Applicant further acknowledges that no certificate of authorization to conduct a banking business, trust business, or association business will be issued to said successor institution unless a certificate of merger, as provided in Section 658.45, Florida Statutes, is issued pursuant to a plan of merger and merger agreement which causes the successor institution to be the resulting financial institution. Separate application for approval to merge has been filed with OFR.

1. The name of the successor institution shall be _____.
2. The successor institution's principal place of business will be located at _____, County of _____, State of Florida.
3. (a) Proposed Directors of Successor Institution:

<u>Name and Address</u>	<u>Occupation</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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- (b) Proposed Officers of the Successor Institution:

<u>Name and Address</u>	<u>Title</u>
_____	_____
_____	_____
_____	_____

(Note: Attach the biographical portion of the Interagency Biographical and Financial Report, for any proposed officer or director who is not associated with the holding company or constituent financial institution.)

4. Attach an unsigned copy of the proposed articles of incorporation.

5. State whether any constituent financial institution has trust powers and if so, whether the organizers of the successor institution intend to transfer said trust powers through the successor institution to the resulting financial institution.

6. Requests for additional information or other communications concerning this proposal should be addressed to:

(Name) (Title)

(Mailing Address)

(Area Code) (Telephone Number)

CERTIFICATE

Applicant hereby certifies that the information contained in this application is true and complete to the best of its knowledge and belief; further, Applicant accepts the responsibility of informing OFR promptly of any changes in the information presented herein.

Executed this ____ day _____, 20__.

(Holding Company)

By: _____
(Signature of Authorized Officer)

(Title)

SUCCESSOR INSTITUTION

"MODEL ARTICLES OF INCORPORATION"

ARTICLES OF INCORPORATION OF

The undersigned, acting as director(s) for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be _____ and its initial place of business shall be _____ in the City of _____, in the County of _____, and the State of Florida.

ARTICLE II

This corporation shall be organized as a successor institution in accordance with Section 658.40(4), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be _____. Such shares shall be of a single class and shall have a par value of \$_____ per share. (Must have a minimum of one (1) share of authorized stock and a minimum of \$1.00 par value.) The corporation shall begin business with at least \$_____ in paid-in capital stock to be divided into _____ shares. The amount of surplus with which the corporation will begin business will be not less than \$_____ and the amount of undivided profits, not less than \$_____ all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be one (1) year.

ARTICLE V

The initial board of directors shall consist of at least five (5) members. The names and street addresses of the first directors of the corporation are:

NAME

STREET ADDRESS

_____	_____
_____	_____
_____	_____

In witness of the foregoing, the undersigned directors have executed these

Articles of Incorporation this _____ day of _____, A.D. 20__

NAME

STREET ADDRESS

The foregoing instrument was acknowledged before me this _____ day of _____, 20__, by _____, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)

Notary Public - State of Florida at Large

My Commission Expires: _____, 20__

Approved by the Office of Financial Regulation this _____ day of _____, 20__ in Tallahassee, Florida.

Linda B. Charity
Deputy Director

CONFIDENTIAL SECTION

SCHEDULE VI - NONCONFORMING ASSETS

Note: Supplemental schedules and exhibits may be added by the Applicants.

ATTESTATION

The Applicants hereby represent that the information contained in this application and said attachments is true and complete to the best of their knowledge and belief.

(Resulting Financial Institution) By _____
(Authorized Officer)

(Title)

(Constituent Financial Institution) By _____
(Authorized Officer)

(Title)

(Constituent Financial Institution) By _____
(Authorized Officer)

(Title)