

Applicant hereby applies to the Office of Financial Regulation pursuant to Section 655.411, Florida Statutes, for approval to convert its charter to a state financial institution without a change in business form or to convert its charter to a state financial institution in order to do business as another type of financial institution.

ATTACHMENTS

The attached schedules and exhibits are an integral part of this Application and Plan of Conversion.

- SCHEDULE I - General Information
- SCHEDULE II - Competitive Impact
- SCHEDULE III - Financial Data
- SCHEDULE IV - Officers and Directors
- SCHEDULE V - Corporate Name
- SCHEDULE VI - Offices and Fixed Assets
 - Addendum (1) (For completion by national or federal financial institutions only)
- SCHEDULE VII - Nonconforming Activities

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

CERTIFICATE

The Applicant, by its Board of Directors, hereby certifies that the information contained in this Application and Plan of Conversion is true and complete to the best of its knowledge and belief; further, the Applicant accepts the responsibility of informing OFR promptly of any significant change in the information presented.

Executed this _____ day of _____, 20____.

<i>Sign</i> _____	<i>Sign</i> _____
<i>Type</i> _____	<i>Type</i> _____
<i>Sign</i> _____	<i>Sign</i> _____
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<i>Sign</i> _____	<i>Sign</i> _____
<i>Type</i> _____	<i>Type</i> _____

1. I hereby certify that I am Cashier/Secretary of the Board of Directors of _____, located in _____, and that I have been duly appointed and am presently serving in that capacity in accordance with the bylaws of the financial institution.

2. I further certify that at a meeting of the Board of Directors of _____ duly called on the _____ day of _____, 20____, the following resolutions were duly adopted by a majority of the Board:

(Insert resolutions adopted - the entire text should be included.)

The foregoing resolution(s) is/are presently in full force and effect and has/have not been revoked or rescinded as of the date hereof.

In witness hereof, I have hereupon set my signature this _____ day of _____, 20____.

Cashier/Secretary

SCHEDULE I

General Information

1. Submit an original and one copy of all parts of the Application and Plan of Conversion.
2. Submit opinion from legal counsel to evidence that the procedures prescribed by federal law or regulation, if any, to accomplish this conversion are being followed. (Attachment No. _____)
3. Submit a certified copy of a resolution adopted by the Board of Directors inviting OFR to examine Applicant's records in connection with the conversion. (Attachment No. _____)
4. If Applicant is a federal or national financial institution, submit pro forma Articles of Incorporation. (Attachment No. _____).
5. If Applicant is a state financial institution, submit an unsigned copy of proposed amendments to the Articles of Incorporation. (Attachment No. _____).
6. Indicate the desired effective date for completion of the conversion: _____, 20____.
7. List the corporate name, street address, mailing address if different, of each of Applicant's service corporations or subsidiaries, operating or approved, and the nature of each activity conducted. Indicate the amount of Applicant's investment in each corporation and whether the entities are active or inactive.

SCHEDULE II

Competitive Impact

1. Provide a statement of the competitive impact of this proposed conversion, including any effect on the availability of particular financial services in the market are now being served. (Attachment No. _____)
2. Provide a narrative statement dealing with why Applicant feels that the proposed conversion would not cause a substantially adverse effect on the financial condition of any institution already established in the primary service area. (Attachment No. _____)

SCHEDULE III

Financial Data

1. If Applicant is a state-chartered financial institution, submit financial statement as of the last day of the month preceding adoption of the plan. (Attachment No. _____). *NOTE: In considering applications filed by state-chartered financial institutions, OFR will utilize existing examination-generated analyses for conclusions on financial standing.*
2. If Applicant is a federally chartered association, submit the following minimum financial data:
 - (a) Financial statements (Statement of Condition and Report of Income) of the association as of the last day of the month preceding adoption of the plan. (Attachment No. _____)
 - (b) Copies of the two previous audits, prepared by a certified public accountant. (Attachment No. _____)
 - (c) Copies of the monthly Office of the Comptroller of the Currency Reports for the previous two months. (Attachment No. _____)
 - (d) Copies of the Quarterly Reports filed with the OCC, during the previous two years. (Attachment No. _____)
 - (e) Copies of the OCC and FDIC Examination Reports, and the federal association's comments to the

Form OFR-U-4

Incorporated by reference in Rules 69U-105.102(1)(k) and 105.703(1), F.A.C.

(Eff. 01/2018)

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Examination Reports, from the previous two examinations. (Attachment No. _____)

Note: As to the information requested in paragraphs (c) - (e) above, Applicant should request of the Office of the Comptroller of the Currency ("OCC") and Federal Deposit Insurance Corporation ("FDIC") that copies of the documents be submitted to OFR or obtain any necessary approval from the OCC before copies of such are related to OFR by the Applicant.

3. If Applicant is a national bank, submit the following minimum financial data:
 - (a) Copy of quarterly call reports of condition for each of the last eight (8) reporting periods preceding adoption of the plan. (Attachment No. _____)
 - (b) Copy of the statement of income and dividends for each of the last four (4) reporting periods preceding adoption of the plan. (Attachment No. _____)
 - (c) Copy of the last two (2) independent audits. (Attachment No. _____)
4. All Applicants, provide a Proforma Statement of Condition for the first three (3) years of operation after conversion.
5. All Applicants, provide a Proforma Statement of Income for the first three (3) years of operation after conversion.
6. If Applicant has outstanding subordinated notes or debentures, attach a detailed summary of the debt and a copy of the note or debenture. (Attachment No. _____).
6. Describe any plans for capital infusions from other than retained earnings:

7. Does Applicant currently have an approved stock option plan? _____ If so, provide a copy of the plan and state whether or not it is to be continued after conversion. (Attachment No. _____)

SCHEDULE IV

Officers and Directors

1. Attach a current list of directors. (Attachment No. _____).
2. Attach a current list of executive officers, to include present titles and proposed titles subsequent to the conversion. (Attachment No. _____).
3. Describe any contemplated management changes:

4.
 - (a) If Applicant is a national or federal financial institution, attach a Biographical Report (Form OFR-U-10) for each director, president, and chief executive officer. (Attachment No. _____).
 - (b) If Applicant is a state-chartered financial institution, attach a Biographical Report (Form OFR-U-10) for the president, chief executive officer, and for each proposed director not presently serving on the Board of

Directors of Applicant. (Attachment No. _____).

SCHEDULE V

Corporate Name

- Prior to submitting an application, the Applicant should compare the proposed name with the names of existing financial institutions in Florida to determine that the proposed name is not so similar as to cause confusion with the names of existing financial institutions in Florida.
- If the resulting institution to the conversion is a savings and loan association, please review Section 665.0211, Florida Statutes, prior to submitting a proposed name.

SCHEDULE VI

Offices and Fixed Assets

FIXED ASSETS:

Complete the following schedule to provide a breakdown of the institution's present and proposed investment in fixed assets:

	Land	Building	Improvements	Premises	% of Total Capital
Present	\$	\$	\$	\$	%
Proposed Additions	\$	\$	\$	\$	%
Totals	\$	\$	\$	\$	%

1. Briefly describe the quarters of the existing main office, including:

(a) Type of construction and square footage: _____

_____.

(b) Number of drive-in windows _____. Attached to building (____); detached (____).

2. Briefly describe the general makeup and status of the proposed additions as reflected in the above schedule of fixed assets: _____

_____.

3. **Branches:**

Attach a schedule of all existing and/or proposed offices per the following outline: (Attachment No. _____).

	Branches to be known as	Exact Street Address	City, Town or Village	Date Opened
Operating Branches				
Approved but Unopened				
Branches to be Closed				

For any approved but unopened branches, submit a copy of the application and approval and indicate anticipated opening date.

4. Trust Powers:

(a) Does Applicant exercise trust powers? _____. If so, provide the following: (Attachment No. _____).

Location of Department	Date Established	Number of Accounts	Dollar Volume of Assets under Administration

b) Will services be continued as presently offered? _____. If so, describe any changes:

(c) Is Applicant a servicing institution to trust service offices? _____. If so, attach a complete list of all existing and proposed trust service offices per the following outline: (Attachment No. _____)

	Host Institution	Exact Street Address	City, Town or Village	Date Opened (or approved)
Operating TSO's:				
Approved but Unopened TSO's:				
TSO's to be Closed				

(d) Is Applicant a host to a trust service office? _____. If so, provide the name and address of the institution that established the TSO and the date of opening of the TSO:

_____. Date Opened: _____

FOR COMPLETION BY NATIONAL OR FEDERAL FINANCIAL INSTITUTIONS ONLY

_____ (here-in-after referred to as Applicant) hereby applies to OFR for authority to convert its federal charter to a state charter.

Applicant certifies that the sole purpose for filing this application for approval to convert from a federal charter to a state charter is to provide for the subsequent conversion of its charter in order to do business as another type of financial institution (cross-industry conversion), pursuant to Section 655.411, Florida Statutes, and Rules 69U-105.701 through 69U-105.708, Florida Administrative Code.

Applicant acknowledges its understanding that a cross-industry conversion cannot occur until such time as the financial institution becomes a state-chartered financial institution.

ATTACHMENTS

- Submit opinion from legal counsel to evidence that the procedures by federal law or regulation, if any, to convert to a state-chartered financial institution are being followed. (Attachment Number _____)

CONVERSION RESOLUTION

1. I hereby certify that I am Secretary of the Board of Directors of _____, located in _____, and that I have been duly appointed and am presently serving in that capacity in accordance with the bylaws of the financial institution.
2. I further certify that at a meeting of the Board of Directors of _____, duly called on the ____ day of _____, 20____, the following resolutions were duly adopted by a majority of the Board.

(Insert resolution adopted - the entire text should be included.)

The foregoing resolution(s) is/are presently in full force and effect and has/have not been revoked or rescinded as of the date hereof.

In witness hereof, I have hereupon set my signature this _____ day of _____, 20_____.

Secretary

CERTIFICATE

The Applicant, by its Board of Directors, hereby certifies that the information contained in the Application and Plan of Conversion is true and complete to the best of its knowledge and belief; further, the Applicant accepts the responsibility of informing OFR promptly of any significant change in the information presented.

Executed this _____ day of _____, 20_____.

Sign _____ Sign _____

Type _____ Type _____

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Sign _____ Sign _____

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SCHEDULE VII

1. Is Applicant subject to any cease and desist order or other supervisory restriction or order imposed by the State or Federal supervisory authority or insurer? _____. If so, describe the nature and give a current status report. (Attachment No._____).
2. Identify each potential nonconforming activity and provide a schedule and method for terminating each such activity. (Attachment No._____).
3. Provide a current list of Applicant's shareholders. (Attachment No._____).
4. Attach Biographical Report (Form OFR-U-10) for each person who owns 10% or more of Applicant's stock and is not currently an officer or director. (Attachment No._____).
5. Have any of Applicant's officers or directors been convicted of, or pled guilty or nolo contendere to any violation of federal or state law? _____. If so, _____ please provide full details of the charge and indicate current disposition. (Attachment No._____).