***Application for Approval of Articles of Amendment***

This form is to be used by institutions that are seeking approval to amend their Articles of Incorporation. Due to public notice requirements, approval should be sought no less than 60 days from the date the Institution plans to have the amendments effective.

**Applicant Information (Name and Address of Institution)**:

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| --- |
| Name: *Name*  |
| Business:  *Business*  |
| Street:  *Street*  |
| City:  *City*   | State:  *State*  | Zip Code:  *Zip Code*  |
| Phone:  *Phone*   | Email:  *Email*  |

**Point of Contact for Application:**

|  |
| --- |
| Name: *Name*  |
| Business:  *Business*  |
| Street:  *Street*  |
| City:  *City*   | State:  *State*  | Zip Code:  *Zip Code*  |
| Phone:  *Phone*   | Email:  *Email*  |

**Section I - General Information and Instructions**

**Confidential Information:** The Institution may designate all or portions of a document to be confidential to the extent the document contains trade secrets, confidential proprietary information, or other privileged or confidential information, the disclosure of which would cause substantial harm to an institution or impair the safety or soundness of an institution.  Designations of confidentiality must be prominently indicated on the Application, documents or attachments thereto.

**Date of Filing/Acceptance**: The date the Application is received by the Bureau of Bank Supervision (Bureau) is the date of receipt. An acknowledgment will be sent to the institution indicating the Application was received and is being reviewed for completeness. Once the Application is determined to be complete, the Bureau will send an acknowledgment indicating the Application was accepted by the Bureau. Notwithstanding acceptance of the Application, additional information or documentation may be required as the Application is processed and reviewed.

The application, supporting documents, and a copy of the DOS check should be emailed to ra-bnbanksupervision@pa.gov.

**Fees:** A check in the amount of $70 made payable to the *Department of State* must be included in the Applicationand mailed to.

Bureau of Bank Supervision

Pennsylvania Department of Banking and Securities

17 North Second Street, Suite 1300

 Harrisburg, PA 17101-2290

**Articles of Amendment:** Amendments to Articles and Articles of Incorporation should be in conformity with the provisions of Title 7 P.S. § 1501 *et seq.* of the Banking Code of 1965. Sample Articles of Amendment may be found on the Department’s website under Businesses, Banking, Banks, Resources (Forms and Applications).

**Bylaws:** When proposing an amendment to the Articles of Incorporation, the institution should review its Bylaws, which may be affected by the amendment. If the institution determines that it will also be necessary to amend the Bylaws, amendments must be submitted to the Bureau. Instructions for submitting amended Bylaws can be found on the Department’s website under Businesses, Banking, Banks, Resources (Forms and Applications).

**Corporate Name**: Articles of Amendment that would change the corporate name of an institution cannot be filed unless the proposed name has first been reserved with the Department of State. A name containing the words “bank” or “trust” will not be reserved without proof that the Department of Banking and Securities does not object to use of the name. Therefore, reservation of the proposed name must be accomplished in two steps:

1. Submit a written request to the Department for a letter of non-objection regarding use of the proposed name.

2. Submit a written request to the Department of State for reservation of the proposed name; attach the letter of non-objection issued by the Department if issued. Name reservation instructions are available at the Department of State website, [www.dos.pa.gov](http://www.dos.pa.gov), under Businesses & Charities, Businesses, Links (Registration forms).

**Change of Principal Place of Business:** Article II of the Articles of Amendment must state the location and post office address of the institution prior to the amendment (the “old” location) and the new proposed location.

**Approval**: If approved, the Bureau will file the Articles of Amendment with the Commonwealth of Pennsylvania Department of State. The Bureau will coordinate the filing with the Institution.

**Section II – Publication Requirements, Proofs of Publication**

Title 7 P.S. §1505 requires the publication of a notice prior to or within 7 days of the delivery of the Articles of Amendment. The Institution must publish its notice of filing once in a newspaper of general circulation and once in a legal newspaper in the county in which the institution’s principal place of business is located. The notice should be in the form attached hereto in Appendix “A.”

A list of legal publications, by county, is available at the Department of State under Business & Charities, Business, Links (Geographical Listing of Legal Publications).

**A .pdf copy of the notarized proofs of publication must be emailed to the Bureau at** **ra-bnbanksupervision@pa.gov** **evidencing publication within 7 days of delivery of the Articles of Amendment before approval can be granted.** **Failure to publish within the time frame required may result in denial of the Application.**

**Section III – Required Information and Documentation**

In addition to the filing fee and proofs of publication discussed above, please provide the following information and documentation in support of the approval of the Articles of Amendment:

1. Articles of Amendment: Executed Articles of Amendment, in accordance with Section 1504 of the Banking Code of 1965, signed by two duly authorized officers of the Institution and containing the Institution’s corporate seal. Please Note: The Articles of Amendment should contain the entire text of the amended Article, including all sections of the Article. The amended Article should be stated in its entirety.

2. Board of Directors/Trustees Resolution: A certified copy of the Resolution of the Board of Directors (or Resolution of the Trustees) in accordance with Section 1503 of the Banking Code of 1965, proposing the amendment to the institution’s Articles of Incorporation and directing the amendment to be submitted to the shareholders or the sole shareholder (or all trustees for a mutual) for approval.

3. Shareholder Notice: A copy of the notice to the shareholders (or trustees) in accordance with Section 1503 of the Banking Code of 1965, of the meeting at which the proposed amendment is to be considered, and a copy of the proxy statement.

4. Shareholder Approval: A certified copy of the Resolution of the Shareholders or Consent of the Sole Shareholder (or Resolution of the Trustees) approving the amendment to the institution’s Articles of Incorporation.

5. Change of Principal Place of Business (if applicable):

1. Indicate what activity will occur at the new principal place of business.

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1. If the existing principal place of business location will remain a place of business of the Institution, indicate what activity will continue to occur at the location.

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1. If the Institution is currently receiving its mail at a Post Office Box, will the same P.O. Box be used following the change of the principal place of business?

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*If not, indicate the new mailing address to be used:*

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**Section IV - Certification**

The undersigned does hereby certify that the information contained herein and contained in any attachments or exhibits hereto are complete, true, and correct. I make this declaration subject to the penalties of 18 PA.C.S. § 4904 relating to unsworn falsification to authorities.

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| --- | --- | --- |
|  |  |  |
| Signature of Officer  |  | Date |
|  |  |  |
| Print or type name |  |  |

Appendix “A”

**NOTICE OF FILING ARTICLES OF AMENDMENT**

**Notice is hereby given that on [Date], [Name of Institution], with its principal place of business located at [Address, County], filed Articles of Amendment with the Pennsylvania Department of Banking and Securities pursuant to the provisions of Chapter 15 of the Banking Code of 1965, as amended.**

**The purpose of the amendment is [fully describe the nature of the amendment].**

**All interested persons may file comments regarding this application with the Pennsylvania Department of Banking and Securities, Bureau of Bank Supervision, at** **ra-bnbnksbmssnsppt@pa.gov****.**

**In order to be considered, comments regarding this amendment must be received by the Department of Banking and Securities no later than thirty (30) days after the date that notice of the filing of this amendment is published in the *Pennsylvania Bulletin*.  Publication in the *Pennsylvania Bulletin* may or may not appear contemporaneously with this notice. Please check the *Pennsylvania Bulletin* Website at** [**www.pabulletin.com**](http://www.pabulletin.com/) **to determine the due date for filing comments.**

**Please Note:** If the institution is changing its principal place of business, the address in the first paragraph of the above notice must be the institution’s address prior to the amendment (the “old” location), and the notice should include a statement of the institution’s plans for the current main office facility.