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## **INSTRUCTIONS FOR FILING AN APPLICATION FOR CREDIT UNION MERGER OR CONSOLIDATION**

### **ARTICLES OF MERGER**

To effect a credit union merger the merger proponents must submit Articles of Merger executed jointly by the officers of the merging credit unions in accordance with Chapter 11 of the Credit Union Code. As part of the Articles of Amendment the applicant must execute a Joint Plan of Merger in accordance with the Code. This plan, or a similarly constructed plan, should be adopted jointly by the two Boards of Directors and subsequently approved by the members of the merging credit union at a scheduled meeting. The Joint Plan of Merger must be signed by officers of both credit unions and dated prior to the meeting of the merging credit union, and then becomes a part of the Articles of Merger as "Exhibit A." A sample of these required forms are attached to this application.

### **FEES**

A check in the amount of \$2,000.00, payable to the Pennsylvania Department of Banking and Securities, must be submitted with the application. If more than two credit unions will be involved in the merger or consolidation, the application fee is \$2,000.00 plus \$1,000.00 for each additional credit union (for example, \$3,000.00 for merger or consolidation of three credit unions).

Upon completion of any necessary on-site or field investigation by the Department of Banking and Securities, the cost of such investigation may be billed to the applicant credit union.

In addition, a check for the fee required to file Articles of Merger or Consolidation, payable to the Pennsylvania Department of State, should also be submitted to the Department of Banking and Securities with the application. The fee for filing Articles of Merger or Consolidation is \$70.00 plus \$40.00 for each credit union involved in the transaction (for example, \$150.00 for merger or consolidation of two credit unions).

### **NOTICES BY APPLICANT**

Simultaneously with the filing of the application with the Department of Banking and Securities, the applicant shall have notices published in accordance with the sample format attached to this application. Publication of the advertisement shall be in a newspaper of general circulation in the headquarters county of each institution involved. Original certified copies of the proof of publication of the advertisements must be received by this Department within fifteen (15) calendar days of the filing date or the application shall be deemed incomplete.

## **REQUIRED INFORMATION**

The following is a list of documents and data, which must be included with this application:

1. Articles of Merger (as described above and in accordance with sample).
2. The Joint Plan of Merger (as described above and in accordance with sample).
3. A copy of the executed Resolutions of the Boards of Directors (sample enclosed).
4. A copy of the meeting notice sent to the members of the merging credit union.
5. A statement signed by the President and Secretary of the merging credit union setting forth the reasons for this merger.
6. A copy of the Certification of Vote on Merger Proposal (NCUA Form 4308 or other certification).
7. A financial statement from each merging credit union.
8. Combined Statement of Financial Condition.
9. A copy of the merger application filed with the National Credit Union Administration (“NCUA”). To the extent that any of the information requirements listed above are included in the NCUA application, the Department will accept the NCUA forms to satisfy such requirement(s).

Finally, before the Department of Banking and Securities approves the merger, written evidence from the NCUA of its approval will be required. The merger is not effective until the Articles of Merger have been filed, and the applicants cannot merger prior to such filing. If you have any questions regarding the pending merger, do not hesitate to contact this office at (717)783-2253.

## CREDIT UNION MERGER OR CONSOLIDATION

### Sample Notice to be Published in a Newspaper of General Circulation

#### NOTICE OF FILING AN APPLICATION

Notice is hereby given that on [Date], [Name of Applicant Credit Union], with its principal place of business located at [Address, County], filed with the Pennsylvania Department of Banking and Securities, pursuant to the provisions of Chapter 11 of the Credit Union Code, an application for approval to [merge/consolidate] with

[Name of Merging or Consolidating Credit Union]

of [City, County, State],

under the charter of [Name of Surviving Credit Union].

The corporate title of the resulting credit union will be [Name of Resulting Credit Union].

All interested persons may file comments regarding this application, in writing, with the Pennsylvania Department of Banking and Securities, Bureau of Credit Union and Trust Supervision, 17 North Second Street, Suite 1300, Harrisburg, PA 17101-2290.

In order to be considered, comments regarding this application 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 application 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* Web site at [www.pabulletin.com](http://www.pabulletin.com) to determine the due date for filing comments.

**ARTICLES OF MERGER**

**TO THE DEPARTMENT OF STATE :**

**COMMONWEALTH OF PENNSYLVANIA:**

Pursuant to the provisions of the Credit Union Code of the Commonwealth of Pennsylvania (Pa.C.S., Title 17, §101 et seq.),

\_\_\_\_\_ CREDIT UNION (SURVIVING Credit Union) and

\_\_\_\_\_ CREDIT UNION (MERGING Credit Union) do

jointly execute the following Articles of Merger:

ARTICLE I. SURVIVING Credit Union was organized and exists under the laws of the Commonwealth of Pennsylvania, with its principal place of business at

\_\_\_\_\_ PA.

ARTICLE II. At a special meeting of the Board of Directors of MERGING CREDIT UNION, held on \_\_\_\_\_, 20\_\_\_\_\_.at its principal place of business,

\_\_\_\_\_ PA,

a resolution was adopted by a majority vote approving the Joint Plan of Merger of MERGING Credit Union with and into SURVIVING Credit union, which is attached hereto marked "Exhibit A," and directing that the Joint Plan of Merger be submitted to a vote of the members entitled to vote thereon at a special meeting to be held on \_\_\_\_\_, 20\_\_\_\_\_.

The special meeting of the members of MERGING Credit Union to take action upon said Joint Plan of Merger was held at \_\_\_\_\_

on \_\_\_\_\_, 20\_\_\_\_\_, pursuant to written notice thereof accompanied by a copy of said Plan as adopted by the Board of Directors. At said meeting \_\_\_\_\_ members voted in favor of adoption of the Plan, \_\_\_\_\_ members voted against and \_\_\_\_\_ abstained.

At a special meeting of the Board of Directors of SURVIVING Credit Union, held on \_\_\_\_\_, 20\_\_\_\_\_.at its principal place of business at

\_\_\_\_\_ PA,

a resolution was adopted by a majority vote approving the Joint Plan of Merger.

ARTICLE III. The number of the first Directors of SURVIVING Credit Union is \_\_\_\_\_ and their names and addresses are as follows:

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

ARTICLE IV. The Joint Plan of Merger is attached hereto and marked "Exhibit A."

IN TESTIMONY WHEREOF, \_\_\_\_\_ Credit Union and  
\_\_\_\_\_ Credit Union have cause these  
Articles of Merger to be signed by their Presidents and Secretaries this \_\_\_\_\_ day of  
\_\_\_\_\_, 20\_\_\_\_\_.

ATTEST:  
\_\_\_\_\_  
Secretary

\_\_\_\_\_  
BY \_\_\_\_\_  
President

ATTEST:  
\_\_\_\_\_  
Secretary

\_\_\_\_\_  
BY \_\_\_\_\_  
President

Unsworn Declaration: I understand by submitting this Articles of Merger Application I am agreeing to be bound by the following declaration: "I declare that all of my answers on this Articles of Merger Application are complete, true and correct. I make this declaration subject to the penalties of 18 PA.C.S. section 4904 relating to unsworn falsification to authorities."

**COMMONWEALTH OF PENNSYLVANIA:**

**COUNTY OF \_\_\_\_\_:**

BE IT REMEMBERED, that on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_, before me, a Notary Public in and for the County aforesaid, personally appeared \_\_\_\_\_, the President, and \_\_\_\_\_, the Secretary, of \_\_\_\_\_ Credit Union, the Credit Union which executed the foregoing Articles of Merger, who, being severally duly affirmed according to the law, did depose and say that the foregoing Articles of Merger were duly signed and delivered as the act and deed of the Credit union, and that the statements contained therein are true and correct.

\_\_\_\_\_  
President

\_\_\_\_\_  
NOTARY PUBLIC

\_\_\_\_\_  
Secretary

**COMMONWEALTH OF PENNSYLVANIA:**

**COUNTY OF \_\_\_\_\_:**

BE IT REMEMBERED, that on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_, before me, a Notary Public in and for the County aforesaid, personally appeared \_\_\_\_\_, the President, and \_\_\_\_\_, the Secretary, of \_\_\_\_\_ Credit Union, the Credit Union which executed the foregoing Articles of Merger, who, being severally duly affirmed according to the law, did depose and say that the foregoing Articles of Merger were duly signed and delivered as the act and deed of the Credit Union, and that the statements contained therein are true and correct.

\_\_\_\_\_  
President

\_\_\_\_\_  
NOTARY PUBLIC

\_\_\_\_\_  
Secretary

**DEPARTMENT OF BANKING AND SECURITIES**

THIS IS TO CERTIFY that these Articles of Merger of

\_\_\_\_\_ Credit Union with and into

\_\_\_\_\_ Credit Union are in compliance with the provisions of

the Credit Union Code, Pa.C.S., Title 17, §101 et seq., and issuance of Certificate of Merger is approved,

to be effective at the close of business \_\_\_\_\_,

20\_\_\_\_\_.

IN WITNESS WHEREOF I have hereunto set  
my hand and affixed the seal of the  
Department of Banking and Securities this  
day of \_\_\_\_\_, 20\_\_\_\_\_,  
at Harrisburg in the County of Dauphin  
and Commonwealth of Pennsylvania.

DEPUTY SECRETARY OF BANKING  
AND SECURITIES

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Approved and filed in the Department of State

this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

at \_\_\_\_\_ Book No. \_\_\_\_\_ Page \_\_\_\_\_

SECRETARY OF THE COMMONWEALTH



**"EXHIBIT A"**

**JOINT PLAN OF MERGER**

1. Upon filing the Articles of Merger with the Department of State, Commonwealth of Pennsylvania \_\_\_\_\_ Credit Union (MERGING Credit Union) will merge with and into \_\_\_\_\_ Credit Union (SURVIVING Credit Union).
2. At that time all assets, liabilities and capital of MERGING Credit Union will be absorbed by SURVIVING Credit Union.
3. At that time SURVIVING Credit Union will issue a statement of account to each member of MERGING Credit Union showing the member's total shares paid in and the member's loan balance, if any.
4. SURVIVING Credit Union will pay dividends on all shares outstanding to members of MERGING Credit Union at the next dividend payment period at the same rate applicable to SURVIVING Credit Union and for the full dividend period.
5. The present loans to members of MERGING Credit Union will continue under the same repayment terms and interest rates as are contained in the notes.
6. Life savings insurance, loan protection insurance and share insurance will be carried on all MERGING Credit Union share and loan accounts by SURVIVING Credit Union. NCUA Share Insurance will be continued as both MERGING Credit Union and SURVIVING Credit Union are insured by NCUA.

IN TESTIMONY WHEREOF, the Board of Directors of MERGING Credit Union and the Board of Directors of SURVIVING Credit Union approve this Joint Plan of Merger this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

ATTEST:

\_\_\_\_\_  
Credit Union

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Credit Union

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President

**SAMPLE RESOLUTION OF THE BOARD OF DIRECTORS**

**RESOLUTION OF THE BOARD OF DIRECTORS OF**

\_\_\_\_\_  
(Name of Applicant Credit Union)

At a meeting of the Board of Directors duly called and held on \_\_\_\_\_  
\_\_\_\_\_, 20\_\_\_\_, the following Resolution was adopted:

**WHEREAS, it is the sense of this meeting that application should be made to the Department of Banking and Securities of the Commonwealth of Pennsylvania for authorization to merge with**

\_\_\_\_\_  
**SURVIVING Credit Union)**

**NOW, THEREFORE, BE IT RESOLVED, That \_\_\_\_\_  
(Name and Title) of this institution be hereby authorized and directed to prepare and file with the Department of Banking and Securities an application, on behalf of this credit union, for authorization to do all things necessary to effect the above merger.**

I certify that the above Resolution was adopted at a meeting of the Board of Directors held on \_\_\_\_\_, 20\_\_\_\_; that the same has not been rescinded; that the number of duly elected and qualified Directors is \_\_\_\_; that the number of Directors attending said meeting was \_\_\_\_; and that \_\_\_\_ voted in favor of the Resolution and \_\_\_\_ voted against the Resolution; and that \_\_\_\_ abstained from voting on the Resolution.

**SEAL**

\_\_\_\_\_  
**Secretary**