# **APPLICATION TO AMEND THE ARTICLES OF INCORPORATION**

Submit one executed copy of the completed application and applicable supplemental documents through the online submission portal on the Iowa Division of Banking website. All information is to be sent in **one** file in Microsoft Word or Adobe PDF format. The file size cannot exceed 25 megabytes. Once uploaded, instructions will be provided on paying the $550 application fee via credit card or e-check. The application fee may be waived if the amendment is made in conjunction with another application. The bank may consult an attorney to draft or review the applicable legal documents, if desired.

The following items are to be submitted:

* One notarized copy of the Articles of Amendment signed by two duly authorized officers and conforming to the requirements of Iowa Code Section 524.1504. A template is provided below under “Articles of Amendment.”
* Resolution of the board of directors. A template is provided below under “Resolution of the Board of Directors.”
* Copy of the notice of meeting given to the shareholders conforming to the requirements of Iowa Code Sections 524.533 and 524.1502 setting forth the resolution to be adopted. Templates are provided below under “Notice to Shareholders.”
* Resolution adopted by the shareholders or certification to the effect that the resolution as set forth in the notice of the meeting was adopted by the shareholders. A template is provided below under “Resolution of Shareholders.”

# **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF *(BANK)* *(CITY/TOWN),* IOWA**

Pursuant to Iowa Code Section 524.1501, the undersigned state bank adopts the following Articles of Amendment to the Articles of Incorporation:

**ARTICLE I**

The name of the state bank is ***(bank)***. The location of its principal place of business is **(*physical address) (city/town)***, ***(county)*** County, Iowa.

The effective date of the ***(Articles of Incorporation; Renewed, Amended, and Substituted Articles of Incorporation; or Restated Articles of Incorporation — use title of document being amended)*** is ***(date)****.*

**ARTICLE II**

The following Amendment to the Articles of Incorporation was adopted by the shareholders of the state bank:

***(insert amendment)***

*For example: The Articles of Incorporation of the state bank are hereby amended by deleting Article VII provided as follows:*

*The annual meeting of the shareholders shall take place at the principal place of business of the state bank on January 20 of each year.*

*And substituting therefore the following new Article VII:*

*The annual meeting of the shareholders shall take place at the principal place of business of the state bank in the month of January.*

**ARTICLE III**

The foregoing amendment was adopted at a shareholder meeting held at ***(place)*** on ***(date)***. Notice was given to shareholders dated ***(number)*** days before the meeting in the following form:

***(attach a copy of the notice or describe the type of notice)***

**ARTICLE IV**

The number of shares of the state bank outstanding at the time of such adoption was ***(number)****,* and the number of shares entitled to vote thereon was ***(number)***.

**ARTICLE V**

The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

|  |  |
| --- | --- |
| CLASS | NUMBER OF SHARES |
|  |  |
|  |  |

[If this section is not applicable, omit it and renumber divisions.]

**ARTICLE VI**

The number of shares voted for such amendment was ***(number)***; and the number of shares voted against such amendment was ***(number)***.

**ARTICLE VII**

The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

|  |  |  |
| --- | --- | --- |
| CLASS | NUMBER OF SHARES | FOR/AGAINST |
|  |  |  |
|  |  |  |

[If this section is not applicable, omit it and renumber divisions.]

**ARTICLE VIII**

The effective date of the amendment is ***(date)***. [May be filed with the Secretary of State up to 90 days prior to the effective date.]

|  |
| --- |
|  |
| Name of State Bank Adopting the Articles of Amendmen*t* |
|  |
| Signature and Title |
|  |
| Signature and Title |

|  |  |  |  |
| --- | --- | --- | --- |
| State of Iowa |  | ) |  |
|  |  | ) | SS |
| County of |  | ) |  |

On ***(date)***, before me, a Notary Public in and for the State of Iowa, personally appeared ***(name)***and ***(name)***, who, being by me duly sworn, did say that they are the ***(title)*** and ***(title)***, respectively, of the corporation executing the within and foregoing instrument; that **(*the seal affixed thereto is the seal of the corporation* or *the corporation has no seal)***; that said instrument was signed *(and sealed)* on behalf of the corporation by the authority of its board of directors; and that ***(name)*** and ***(name)***, as officers, acknowledged the execution of said instrument to be the voluntary act and deed of the corporation, by it and by them voluntarily executed.

|  |
| --- |
|  |
| Notary Public in and for Said County and State |

# **RESOLUTION OF THE BOARD OF DIRECTORS TO AMEND THE ARTICLES OF INCORPORATION**

Resolved, that the board of directors of ***(bank****)* submit to ***(an annual or a special)*** meeting of the shareholders of the state bank to be held on ***(date)***, a resolution for an Amendment to the Articles of Incorporation of the state bank as follows:

Resolved, that the shareholders of ***(bank)*** adopt Articles of Amendment to the Articles of Incorporation as follows: [See Iowa Code Section 524.1502(2) for the method of presentation of amendment.]

**(*insert amendment)***

*For example: The Articles of Incorporation of the state bank are hereby amended by deleting Article VII provided as follows:*

*The annual meeting of the shareholders shall take place at the principal place of business of the state bank on January 20 of each year.*

*And substituting therefore the following new Article VII:*

*The annual meeting of the shareholders shall take place at the principal place of business of the state bank in the month of January.*

The ***(title)*** and ***(title)*** of the state bank are authorized to sign the Articles of Amendment to the Articles of Incorporation.

The notice to shareholders of ***(an annual or a special)*** meeting to consider the resolution shall contain or be accompanied by a copy of the foregoing resolution.

|  |
| --- |
| Chairperson |
|  |
| Secretary |
|  |
| Date |

# **NOTICE TO SHAREHOLDERS OF *(BANK)* *(CITY/TOWN)*, IOWA**

You are notified that the annual meeting of the shareholders of ***(bank)****,* ***(city/town)***, Iowa, will be held at ***(place)*** on ***(date),***at ***(time)***.

In addition to the usual business to come before this meeting, the following resolution will be considered to amend the Articles of Incorporation of the bank to:

Resolved, that the shareholders of ***(bank****)* adopt Articles of Amendment to the Articles of Incorporation of bank deleting ***(name appropriate article/section)*** provided as follows:

***(insert article/section to be removed)***

And substituting therefor the following:

***(insert new article/section)***

The ***(title)*** and ***(title)*** of the bank are authorized to sign the Articles of Amendment to the Articles of Incorporation.

You may cast your vote, either in person or by proxy, equal to the number of shares registered in your name on ***(date)***.

|  |
| --- |
| Signature and Title of Individual Entitled to Issue Call |
|  |
| Signature and Title of Individual Entitled to Issue Call |
|  |
| Date |

Note: Notice shall be delivered not less than 10 and no more than 60 days before the date of the meeting. For further guidance see Iowa Code Section 524.533.

# **NOTICE TO SHAREHOLDERS OF *(BANK) (CITY/TOWN),* IOWA**

You are notified that a special meeting of the shareholders of ***(bank)****,* ***(city/town)***, Iowa, will be held at ***(place)*** on ***(date),*** at ***(time)***.

The meeting is called for the purpose of considering the following resolution to amend the Articles of Incorporation of the bank to:

Resolved, that the shareholders of ***(bank)*** adopt Articles of Amendment to the Articles of Incorporation of bank deleting ***(name appropriate article/section)*** provided as follows:

***(insert article/section to be removed)***

And substituting therefor the following:

***(insert new article/section)***

The ***(title)*** and ***(title)*** of the bank are authorized to sign the Articles of Amendment to the Articles of Incorporation.

You may cast your vote, either in person or by proxy, equal to the number of shares registered in your name on ***(date)***.

|  |
| --- |
| Signature and Title of Individual Entitled to Issue Call |
|  |
| Signature and Title of Individual Entitled to Issue Call |
|  |
| Date |

Note: Notice shall be delivered not less than 10 and no more than 60 days before the date of the meeting. For further guidance see Iowa Code Section 524.533.

# **PROXY**

I, the undersigned shareholder of ***(bank)*** do hereby appoint ***(name)*** my true and lawful attorney with power of substitution for me and in my name to vote at the meeting of the shareholders of ***(bank)*** to be held at ***(place)*** on ***(date)***, or any adjournment thereof, with all the powers I should possess if personally present, ***(except [if limited, here state])*** and hereby revoke all previous proxies.

|  |
| --- |
| Name (printed) |
|  |
| Signature |
|  |
| Date |

Note: If signed by attorney-in-fact, attach copy of appointment.

# **RESOLUTION OF SHAREHOLDERSTO AMEND THE ARTICLES OF INCORPORATION**

Resolved, that the shareholders of ***(bank)*** adopt Articles of Amendment to the Articles of Incorporation as follows: [See Iowa Code Section 524.1502(2) for method of presentation of amendment.]

**(*insert amendment)***

*For example: The Articles of Incorporation of the state bank are hereby amended by deleting Article VII provided as follows:*

*The annual meeting of the shareholders shall take place at the principal place of business of the state bank on January 20 of each year.*

*And substituting therefore the following new Article VII:*

*The annual meeting of the shareholders shall take place at the principal place of business of the state bank in the month of January.*

The ***(title)*** and ***(title)*** of the state bank are authorized to sign the Amendment to the Articles of Incorporation.

On the question of adoption of the resolution, “yes” votes were cast by ***(number)*** shares. “No” votes were cast by ***(number)*** shares. A total of ***(number)*** shares were entitled to vote at the meeting. [If there are several classes, show votes for each class. See Iowa Code Section 524.1503 for limitations.]

Shareholders’ Meeting

|  |
| --- |
| Chairperson |
|  |
| Secretary |
|  |
| Date |