**APPLICATION FOR A REVERSE STOCK SPLIT**

**General Information**

Contact the bank analyst assigned to the institution at (515)-281-4014 prior to the submission of the completed application.

All sections of the application should be completed. Indicate if a section is not applicable (N/A).

The bank may consult an attorney to draft or review the applicable legal documents, if desired.

All correspondence will be sent to the contact person listed on the application.

**Fees and Submission**

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, including items deemed confidential, 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 regarding payment of the $2,050 application fee via credit card or e-check. The application fee will be refunded if the application is not accepted. After the application is accepted, the fee is not refundable.

**Public Disclosure of Information**

The Superintendent of Banking (Superintendent) may treat all information submitted with this application as public information unless the applicant properly requests that information be treated as confidential at the time of submitting the application. The Superintendent’s release of information is governed by Iowa Code Chapters 22 and 524 and Iowa Administrative Code (IAC) Chapter 187-7. The Superintendent will copy public records as required to comply with the public records laws.

Any request for confidential treatment of information must be included in a cover letter submitted with the application. In addition, the applicant must enumerate the specific grounds in Iowa Code Chapter 22 or other applicable law which supports treatment of the material as confidential.

Each page of the application upon which confidential information appears must be conspicuously marked as containing confidential information. **Applicants may not identify the entire application as confidential.**

If the applicant designates any portion of the application as confidential, the applicant must submit a “public” copy of the application from which the confidential information has been excised. The public copy must be clearly marked as “Public Copy – Excludes Confidential Information” and will be made available for public inspection and copying in accordance with the Iowa Division of Banking’s fee schedule. The confidential material must be excised from the public copy in such a way as to allow the public to determine the general nature of the material removed.

The Superintendent will treat the information marked confidential as confidential information if the Superintendent or a court of competent jurisdiction determines the information is entitled to confidential treatment under Iowa Code Chapter 22 or other applicable law. The Superintendent reserves the right to release information designated as confidential if the Superintendent determines there is no legal basis to withhold the information from public inspection.

It is the applicant’s responsibility to identify and properly excise the information it believes to be confidential from the public copy. The applicant’s failure to request confidential treatment of material or failure to provide a public copy with the confidential information excised will be deemed by the Superintendent as a waiver of any right to confidentiality, which the applicant may have had, and shall relieve the Superintendent from any responsibility if the information is viewed by the public or a competitor.

# **Publication**

No publication notices are required.

# **Actions by Applicant**

The following items are to be submitted:

* One executed copy of the completed application.
* 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.”
* A copy of the Dissenters’ Rights provided to the shareholders as governed by Iowa Code Sections 490.1301 through 490.1330.
* A copy of The Reverse Stock Split Disclosure Statement that accompanied the notice of the shareholder meeting as governed by IAC Chapter 187-2.7(3)(b).
* A copy of all invitations, tenders, or advertisements used in making a tender offer to stockholders prior to proceeding with the reverse stock split.

# **APPLICATION FOR A REVERSE STOCK SPLIT**

**Applicant Bank**

|  |  |
| --- | --- |
| Name: |  |
| Address: |  |
| City: |  | County: |  |
| State: |  | ZIP Code: |  |
| Contact person: |  |  |  |
| Email address: |  | Phone: |  |

|  |  |
| --- | --- |
| Total voting shares authorized: |  |
| Total voting shares outstanding: |  |

List all shareholders and include the number of shares currently held by each, number of shares to be held by each following completion of the proposed transaction, and number of remainder shares of each to be cashed out.

| NAME | SHARES CURRENTLY HELD | SHARES TO BE HELD FOLLOWING COMPLETION OF THE PROPOSED TRANSACTION  | REMAINDER SHARES TO BE CASHED OUT |
| --- | --- | --- | --- |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| TOTAL |  |  |  |
| PERCENT OF OUTSTANDING SHARES |  |  |  |

List the expected purchase price(s) per remainder share of shares to be cashed out.

Detail the total purchase price for the entire proposed transaction (show the calculation).

List the source(s) of funding for this transaction. Indicate any assets to be converted to cash to fund this transaction. Provide additional reports if necessary.

| SOURCE OF FUNDS | AMOUNT |
| --- | --- |
|  |  |
|  |  |
|  |  |
|  |  |
| TOTAL |  |

If any part of the funds or other consideration is to be borrowed or otherwise obtained for the purpose of executing the reverse stock split, describe the collateral to be pledged and terms of the transactions including interest rates, amortization requirements, guarantors, endorsers, and any other arrangements, agreements, and understandings between and among the parties. Provide copies of any loan commitments obtained from lenders in connection with the proposed acquisition. If a bank stock loan is to be obtained, submit a proforma statement of cash flow and projections of the bank’s balance sheet and income statement during the term of the loan.

| NAME OF BORROWER | LOAN AMOUNT | NAME AND ADDRESS OF LENDER | COLLATERAL AND TERMS OF LOAN |
| --- | --- | --- | --- |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| TOTAL FINANCING |  |  |

Describe any plans or proposals to liquidate the bank, to sell its assets, or to merge it with any company, to establish a bank holding company, or to make any other major change in its corporate structure following the reverse stock split.

Provide a list of proposed board of directors and senior officers. Detail any anticipated resignations or terminations of existing management or directors and any major changes with respect to bank policies following the reverse stock split.

**ACKNOWLEDGEMENT**

In connection with this application, management of the bank has read the following applicable provisions of the Iowa Code and IAC which govern applications by Iowa banks to conduct a reverse stock split namely:

Section 524.533 Notice of shareholder meetings

Section 524.1501 Authority to amend

Section 524.1502 Procedure to amend

Section 524.1503 Voting on amendments by voting groups

Section 524.1504 Articles of amendment

Section 490.1301 Definitions

Section 490.1303 Assertion of rights by nominees and beneficial owners

IAC Chapter 187- 2.7 Renewal, amendment, or restatement of articles of incorporation

The applicant hereby acknowledges that he/she has also read the explanation about public disclosure of information contained in the application instructions and that he/she understands that the information submitted with the application will be treated as public information unless the applicant has requested confidential treatment of material in the application and submitted a “public” copy of the application from which the confidential information has been excised.

The undersigned hereby certify that the statements contained in this application are true to their best knowledge and belief.

|  |
| --- |
|  |
| Signature and Title |
|  |
| Date |

**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)***

**ARTICLE III**

 The foregoing amendment was adopted at a shareholders 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 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 ***(ban****k)* 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)***

 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/tow****n)*, 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)*** providing 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 |
|  |
| Secretary 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 SHAREHOLDERS
TO 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)***

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 also Iowa Code Section 524.1503 for limitations.]

Shareholders’ Meeting

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