**Streamlined Organizational Certificate, Articles of Association and Oath of Directors for Interim National Banks**

We, the undersigned, having associated ourselves to organize an association for carrying on the business of banking, under the provisions of the United States Code, as amended, do make and execute the following Organization Certificate, Articles of Association, and Oath of Bank Directors.

**Organization Certificate**

FIRST. The title of the association shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

SECOND. The main office of the association shall be located in \_\_\_\_\_\_\_, county of \_\_\_\_\_\_\_\_, and state of \_\_\_\_\_\_\_\_\_\_, where it shall conduct the general business of banking, or limit such business as may be noted in the association’s Articles of Association.

THIRD. The authorized capital stock of this association shall be $\_\_\_\_\_\_, and be divided into \_\_\_\_ shares of $\_\_\_\_ each.

FOURTH. The name and residence of each shareholder of this association, with the number of shares that will be held by each, are:

Residence

Name (Town or City and State) Number of Shares

FIFTH. This certificate is made so that we may avail ourselves of the advantages of the aforesaid provisions of the United States Code, as amended.

**Articles of Association**[[1]](#footnote-1)

For the purpose of organizing an association to perform any lawful activities of national banks, the undersigned enter into the following Articles of Association:

FIRST. The title and main office location of this association shall be as described in the above Organization Certificate.

SECOND. The business of the association will be limited to participating in a business combination with another financial institution.

THIRD. The board of directors of this association shall consist of the undersigned organizers of this national banking association, who shall own common or preferred stock of the association or a holding company owning the association with such value and under such terms as required by the United States Code, as amended, and any regulations promulgated thereunder.

FOURTH. The authorized amount of capital stock of this association shall be \_\_\_\_\_\_\_\_\_ shares of common stock of the par value of \_\_\_\_\_\_\_ dollars ($\_\_\_\_\_\_\_\_) each.

FIFTH. The board of directors shall have the power to make contracts related to the business combination for which this association is organized.

SIXTH. The corporate existence of this association shall continue until termination according the laws of the United States.

**Oath of Bank Directors**

As a director of this national banking association, I will diligently and honestly administer the affairs of this association, and not knowingly violate or willingly permit to be violated any of the provisions of the National Bank Act, and hereby confirm that I own, or will own after the formation of this association the capital stock required by 12 USC 72.

In witness whereof, we have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_\_\_, 20\_\_.

Print or Type Names Signatures\_\_\_\_\_\_\_\_\_\_

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**Notary’s Affirmation**

Sworn to before me and subscribed in my presence, this day of , \_\_\_\_\_\_\_\_\_.

Notary Public \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

My Commission Expires \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. For transactions in which an interim national bank will be the resulting bank, these sample Articles of Association should not be used as the resulting bank’s articles. The interim national bank should, in those cases, adopt more comprehensive Articles of Association, or the Merger, Consolidation, or Purchase and Assumption Agreement should designate that the resulting national bank will adopt a different set of articles of association as part of the transaction and include a copy of the adopted articles as an exhibit to the agreement. [↑](#footnote-ref-1)