

**APPROVED BY THE
DEPARTMENT OF FINANCIAL INSTITUTIONS
OF THE STATE OF INDIANA**

(Seal)

DIRECTOR

**ARTICLES OF INCORPORATION
OF**

(Name)

(City, County and State)

The undersigned being one or more natural persons, all of whom are at least (18) years of age and at least a majority of whom are citizens of the State of Indiana, having been designated as incorporators by the subscribers to the capital stock of the proposed corporation hereafter named do hereby adopt the following Articles of Conversion:

ARTICLE I

Section 1. Conversion. This corporation is formed as the result of the conversion of

_____,
a national banking association to a state chartered commercial bank.

Upon conversion, the resulting state chartered commercial bank shall possess all of the rights, privileges, immunities, and powers of a state chartered commercial bank, unless otherwise provided in I.C. 28-3-2, is subject to all of the duties, restrictions, obligations, and liabilities of a state chartered commercial bank; and succeeds by operation of law to all rights and property of the converting national association and shall be subject to all debts, obligations and liabilities of the converting national association as if the state chartered commercial bank had incurred the debts and liabilities.

Section 2. Principal Office. The post office address of the principal office of the corporation shall be _____

Street/P. O. Box

City

County

State

Zip Code

Section 3. Purpose. The purpose(s) for which this corporation is formed is (are) _____

Section 4. Period of Existence. The period during which the corporation shall continue is perpetual.

Section 5. Effective Date of Incorporation. The effective date of these Articles of Incorporation shall be on/before _____
Month Day Year

ARTICLE II

Capital

Section 1. Initial Capital. The amount of capital with which the Corporation will begin business is \$ _____.

Section 2. Authorized Shares. The total number of shares the Corporation is to have the authority to issue is _____.

Section 3. Terms of Shares. The authorized shares shall be designated as _____ with a par value of \$ _____ per share.

Section 4. Voting Rights. Unless the Articles of Conversion provide otherwise, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders meeting.

ARTICLE III

Incorporator(s)

The name(s) and post office address(es) of the incorporator(s) is(are) as follows:

Name	Post Office Box
Name	Post Office Box
Name	Post Office Box

ARTICLE IV

Directors

Section 1. Number of Directors. The number of Directors of the corporation shall not be less than three nor greater than _____. The exact number may be established in the bylaws.

Section 2. Name of Directors. The names and post office address of each member of the Board of Directors are as follows:

Name	Post Office Box

ARTICLE V

Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Any other provisions, consistent with the laws of Indiana, for the regulation of the business and conduct of the affairs of the corporation.

The undersigned incorporator(s) represent to the Indiana Department of Financial Institutions and the Indiana Secretary of State that prior to the execution of these articles the subscribers to the capital stock of this corporation fully complied with the accompanying requisites contained in IC 28-12-4-1 and IC 28-3-2.

In witness I (we) have signed this

_____ day of _____

(Incorporator)

(Incorporator)

(Incorporator)

STATE OF INDIANA)
) SS:
COUNTY OF)

The undersigned, a Notary Public, certifies that _____

being _____ the incorporator(s) referred to in the Articles of Conversion, personally appeared before me, acknowledged the execution and swore to the truth of the facts stated.

Witness my signature this _____ day of _____.

Written Signature

Printed Signature

My commission expires on _____
 Month Day Year

This instrument was prepared by _____,

Attorney at Law, _____
 Address City State Zip

The above Articles of Incorporation must be prepared and signed in quadruplicate by all of the incorporators and must be acknowledged by the incorporators before a notary public. The articles must be submitted in quadruplicate to the Department of Financial Institutions of Indiana for approval.