

## Instructions—Organization Certificate

### For New Bank Charters

1. At the first meeting of the organizers, the people (minimum of five) who filed and signed the charter application and others who have received prior approval from the OCC, the organizers execute in duplicate the Organization Certificate before a notary or judge of a court of record. This activity normally occurs after the OCC grants preliminary conditional approval. (See the [“Charters”](#) booklet of the *Comptroller’s Licensing Manual*.)
2. The organizers submit a signed original of the Organization Certificate to the Licensing staff at the appropriate district office and retain one signed original or copy for the bank’s records. The OCC will acknowledge receipt and maintain the Organization Certificate in the bank’s corporate history file in Washington, D.C.

### Specific Requirements

1. The name of the association must include the word “National.” If used in the name, the word “Association” must be spelled out fully. (12 USC 22, 30) The name should be the same one chosen by the group when the charter application was filed. (See the Branch and Trade Names discussion in the [“General Policies and Procedures”](#) booklet.)
2. The location should specify the city, town, or village; county; and state, territory, or district. A street name should not be given. The location should be the same as that originally proposed and approved by the OCC. (12 USC 22, 30, 81)
3. The amount of authorized stock, the number of shares, and the par value of capital stock should be included and should be the same as that originally proposed and approved by the OCC. (12 USC 22, 51a, 51b, 52, 56, 57, 59 and 12 CFR 7.2021)
4. The name, place of residence, and number of shares to be held by each organizer, director, and known shareholder should be included. This information should agree with that previously submitted to the OCC. If it has changed, the contact person should advise the OCC of the change. (12 USC 22)
5. At least five persons, all of whom signed the original application and the Articles of Association and received OCC clearance, must sign the document. For a converting institution, a majority of the board of directors must sign the Organization Certificate. (12 USC 21 and 22)
6. The document must be properly notarized.
7. The five persons sign the Organization Certificate to avail themselves of the advantages of forming and operating a national bank. (12 USC 22)

# Organization Certificate

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:

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

SECOND. The main office of the association shall be located in city/town/village of \_\_\_\_\_, county of \_\_\_\_\_, and state of \_\_\_\_\_, where it shall conduct the general business of banking. [For limited or special purpose banks, alternatively include the following: where it shall limit its business to (specify activities consistent with those approved by the OCC and included in the association's Articles of Association).]

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

FOURTH. [For new bank charters] The name and the residence of each organizer/director/shareholder of this association with the number of shares that will be held by each, are:

<u>Name<sup>1</sup></u>	<u>Residence (town or city and state)</u>	<u>Number of Shares<sup>2</sup></u>
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FIFTH. This certificate is made so that we may avail ourselves of the advantages of the provisions of the United States Code, as amended. In witness thereof, we have signed this document this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

<u>Print or Type Names</u>	<u>Signatures</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

<sup>1</sup>Each approved organizer should subscribe to at least one share of stock. Approved directors should subscribe to at least \$1,000 par value, unless qualifying shares are held in another company (12 USC 72).

<sup>2</sup>The number of shares listed on this form does not need to total the proposed aggregate amount of opening day capital stock.

**Notary's Affirmation**

State of  
County of

Subscribed and sworn (affirmed) to before the undersigned, who is not an officer of the above-named bank, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Official Seal  
of Notary

Notary Public:  
Commission Expires: