**ARTICLES OF AMENDMENT**

**[Name of Institution]**

**[City, County], Pennsylvania**

**TO THE COMMONWEALTH OF PENNSYLVANIA**
**DEPARTMENT OF BANKING:**

Pursuant to the provisions of Chapter 15 of the Banking Code of l965 (Act No. 356 of 1965, as amended), the undersigned institution hereby submits these Articles of Amendment:

ARTICLE I: The name of the institution is [corporate name].

ARTICLE II: The location and post office address of its principal place of business are [exact address].

ARTICLE III: The institution was incorporated on [date], under the provisions of [the Banking Code of 1965 or other law under which the institution was incorporated].

ARTICLE IV: The amendment hereinafter set forth was authorized by the Board of Directors of the institution at a meeting held on [date] and adopted at the [annual/special] meeting of the [Shareholders/Sole Shareholder] of the institution held at [name of place and address], on [date], written notice of the time, place, and purpose of this meeting having been mailed on [date], to each Shareholder of record on [date].

ARTICLE V: At the time of this [annual/special] meeting of the [Shareholders/Sole Shareholder] of the institution, there were [number] shares of common stock of the institution entitled to vote on the amendment.

ARTICLE VI: At the time of this [annual/special] meeting of the [Shareholders/Sole Shareholder] of the institution, [number] shares of common stock of the institution were voted for the proposed amendment and [number] shares of common stock of the institution were voted against the proposed amendment.

ARTICLE VII: The resolution approved by the Board of Directors of the institution and adopted by the [Shareholders/Sole Shareholder] of the institution, providing for the amendment, was as follows:

> RESOLVED, that Article [number] of the Articles of Incorporation be amended and restated in its entirety to read as follows:
>
> Article [number]: [amended Article, including all Sections]

IN TESTIMONY WHEREOF, the undersigned has caused these Articles of Amendment to be signed by its [President or other designated officer] and its corporate seal, duly attested by its [Secretary or other designated officer], to be hereunto affixed this [day] day of [month, year].

**ATTEST:**

| _____ | _____ |
|---|---|
| Secretary | President |

[Corporate Seal]

**Sample Format for an Amendment Adopted by Consent of a Sole Shareholder:**

**ARTICLES OF AMENDMENT**

**[Name of Institution]**

**[City, County], Pennsylvania**

**TO THE COMMONWEALTH OF PENNSYLVANIA**
**DEPARTMENT OF BANKING:**

Pursuant to the provisions of Chapter 15 of the Banking Code of l965 (Act No. 356 of 1965, as amended), the undersigned institution hereby submits these Articles of Amendment:

ARTICLE I: The name of the institution is [corporate name].

ARTICLE II: The location and post office address of its principal place of business are [exact address].

ARTICLE III: The institution was incorporated on [date], under the provisions of [the Banking Code of 1965 or other law under which the institution was incorporated].

ARTICLE IV: The amendment hereinafter set forth was authorized by the Board of Directors of the institution at a meeting held on [date] and adopted by Consent of the Sole Shareholder of the institution on [date].

ARTICLE V: At the time of the Consent of the Sole Shareholder of the institution, there were [number] shares of common stock of the institution entitled to vote on the amendment.

ARTICLE VI: At the time of the Consent of the Sole Shareholder of the institution, [number] shares of common stock of the institution were voted for the proposed amendment and [number] shares of common stock of the institution were voted against the proposed amendment.

ARTICLE VII: The resolution approved by the Board of Directors of the institution and adopted by the Sole Shareholder of the institution, providing for the amendment, was as follows:

> RESOLVED, that Article [number] of the Articles of Incorporation be amended and restated in its entirety to read as follows:
>
> Article [number]: [amended Article, including all Sections]

IN TESTIMONY WHEREOF, the undersigned has caused these Articles of Amendment to be signed by its [President or other designated officer] and its corporate seal, duly attested by its [Secretary or other designated officer], to be hereunto affixed this [day] day of [month, year].

**ATTEST:**

_____ _____
Secretary President

[Corporate Seal]

**Sample Format for Mutual Savings Banks:**

**ARTICLES OF AMENDMENT**

**[Name of Mutual Savings Bank]**

**[City, County], Pennsylvania**

**TO THE COMMONWEALTH OF PENNSYLVANIA**
**DEPARTMENT OF BANKING:**

Pursuant to the provisions of Chapter 15 of the Banking Code of l965 (Act No. 356 of 1965, as amended), the undersigned institution hereby submits these Articles of Amendment:

ARTICLE I: The name of the institution is [corporate name].

ARTICLE II: The location and post office address of its principal place of business are [exact address].

ARTICLE III: The institution was incorporated on [date], under the provisions of [the Banking Code of 1965 or other law under which the institution was incorporated].

ARTICLE IV: The amendment hereinafter set forth was adopted at the [Annual/Special] Meeting of the Trustees of the institution held at [name of place and address], on [date], written notice of the time, place, and purpose of this meeting having been mailed on [date], to each trustee of record on [date].

ARTICLE V: At the time of this [Annual/Special] Meeting of the Trustees of the institution, [number] trustees voted for the proposed amendment and [number] trustees voted against the proposed amendment.

ARTICLE VI: The resolution adopted by the trustees of the institution, providing for the amendment, was as follows:

> RESOLVED, that Article [number] of the Articles of Incorporation be amended and restated in its entirety to read as follows:
>
> Article [number]: [amended Article, including all Sections]

IN TESTIMONY WHEREOF, the undersigned has caused these Articles of Amendment to be signed by its [President or other designated officer] and its corporate seal, duly attested by its [Secretary or other designated officer], to be hereunto affixed this [day] day of [month, year].

**ATTEST:**

_____ _____
Secretary President

[Corporate Seal]

pennsylvania
DEPARTMENT OF BANKING

MARKET SQUARE PLAZA | 17 N SECOND STREET, SUITE 1300 | HARRISBURG, PA 17101
Ph 717.787.2665 Fx 717.787.8773 W www.banking.state.pa.us

# ARTICLES OF AMENDMENT
## Instructions

Three sample Articles of Amendment have been provided here; the first is the general format described in Section 1504 of the Banking Code of 1965, the second applies to an amendment adopted by Consent of a Sole Shareholder, and the third is the format to be followed by mutual savings banks.

To amend the institution's Articles of Incorporation, please submit the following to the Department of Banking:

1. A letter requesting the Department of Banking's approval of the Articles of Amendment and stating the institution's desired effective date, which should be no sooner than forty-five (45) days from the date the Articles of Amendment are submitted to the Department of Banking.

2. The executed Articles of Amendment, signed by two duly authorized officers of the institution and containing the institution's corporate seal.

3. A check for the required filing fee, in the amount of $70.00, payable to the **Department of State**.

4. A certified copy of the Resolution of the Board of Directors (or Resolution of the Trustees) proposing the amendment to the institution's Articles of Incorporation and directing the amendment to be submitted to the shareholders or the sole shareholder (or all trustees) for approval.

5. A copy of the notice to the shareholders (or trustees) of the meeting at which the proposed amendment is to be considered and a copy of the proxy statement.

6. A certified copy of the Resolution of the Shareholders or Consent of the Sole Shareholder (or Resolution of the Trustees) approving the amendment to the institution's Articles of Incorporation.

7. If the amendment would change the name of the institution, proof of reservation of the proposed name with the Department of State.

8. Original, notarized proof of publication of the "Notice of Filing of Articles of Amendment" in both a **newspaper of general circulation** and a **legal newspaper**. (Please refer to the sample format at the end of these instructions.)

Pursuant to Section 1506 of the Banking Code of 1965, upon receipt of the above items, and upon review and approval of the Articles of Amendment and expiration of the required comment period, the Department of Banking will file the Articles of Amendment with the Department of State on the date the institution desires the amendment to be effective.

If you have any questions regarding Articles of Amendment, please contact Jill Beckwith, Administrative Officer, at 717-783-2253.

## Bylaws

When proposing an amendment to the Articles of Incorporation, the institution should review its Bylaws, which may be affected by the amendment. If the institution determines that it will also be necessary to amend the Bylaws, a certified copy of the Resolution of the Board of Directors approving an amendment to the institution's Bylaws should be submitted to the Department of Banking with the Articles of Amendment.

## Change of Principal Place of Business

If the Articles of Amendment would change the principal place of business of the institution, the letter requesting approval of the Articles should state the institution's plans for the current main office facility. If it will become a branch office of the institution, the Department of Banking will issue a Letter of Authority for its continued operation.

In addition, if the institution currently receives its mail at a Post Office Box, the letter requesting approval of the Articles should also state whether or not the institution will continue to use the Post Office Box mailing address following the change of principal place of business.

**Please Note:** Article II of the Articles of Amendment must state the location and post office address of the institution prior to the amendment (the "old" location).

## Change of Corporate Name

Articles of Amendment that would change the corporate name of an institution cannot be filed unless the proposed name has first been reserved with the Department of State.

A name containing the words "bank" or "trust" will not be reserved without proof that the Department of Banking does not object to use of the name. Therefore, reservation of the proposed name must be accomplished in two steps:

1. Submit a written request to the Department of Banking for a letter of non-objection regarding use of the proposed name. If the proposed name is not objectionable, a letter will be issued to the institution.

2. Submit a written request to the Department of State for reservation of the proposed name; attach the letter of non-objection issued by the Department of Banking. Further name reservation instructions are available at the Department of State, Corporation Bureau Web site: www.dos.state.pa.us/corps (Select "Business Names.")

## Publication Requirement

Pursuant to Section 503.E of the Department of Banking Code, any application or notice submitted to the Department of Banking relating to the amendment of an institution's charter is subject to a 30-day comment period.

Simultaneously with the filing of the Articles of Amendment with the Department of Banking, the institution must have a notice of filing published in a format similar to the sample below.

In accordance with Section 109 of the Banking Code of 1965, the notice of filing must be published once in a newspaper of general circulation and once in a legal newspaper in the county in which the institution's principal place of business is located.

An original, notarized copy of each proof of publication must be received by the Department of Banking within fifteen (15) calendar days of receipt of the Articles of Amendment for the filing to be considered complete.

A list of legal publications, by county, is available at the Department of State, Corporation Bureau Web site: www.dos.state.pa.us/corps (Select "Additional Resources.")

## Sample Format:

**NOTICE OF FILING OF ARTICLES OF AMENDMENT**

**Notice is hereby given that on [date], [name of institution], with its principal place of business located at [address, county], filed Articles of Amendment with the Pennsylvania Department of Banking pursuant to the provisions of Chapter 15 of the Banking Code of 1965, as amended.**

**The purpose of the amendment is [fully describe the nature of the amendment].**

**All interested persons may file comments regarding this amendment, in writing, with the Pennsylvania Department of Banking, Corporate Applications Division, 17 North Second Street, Suite 1300, Harrisburg, PA 17101-2290.**

**In order to be considered, comments regarding this amendment must be received by the Department of Banking no later than thirty (30) days after the date that notice of the filing of this amendment is published in the *Pennsylvania Bulletin*. Publication in the *Pennsylvania Bulletin* may or may not appear contemporaneously with this notice. Please check the *Pennsylvania Bulletin* Web site at www.pabulletin.com to determine the due date for filing comments.**

**Please Note:** If the institution is changing its principal place of business, the address in the first paragraph of the above notice must be the institution's address prior to the amendment (the "old" location), and the notice should include a statement of the institution's plans for the current main office facility.