



Ohio Revised Code

Section 1113.05 Amendments to articles of incorporation.

Effective: January 1, 1997

Legislation: House Bill 538 - 121st General Assembly

- (A) Before any subscription to shares has been received, the incorporators may, by unanimous written action and subject to division (E) of this section, adopt amendments to the bank's articles of incorporation or amended articles of incorporation to change any provision of, or add any provision that may properly be included in, the articles of incorporation.
- (B) Amended articles of incorporation shall set forth all provisions required in, and only provisions that may properly be in, original articles of incorporation or amendments to articles of incorporation at the time the amended articles of incorporation are adopted, and shall state that they supersede the existing articles of incorporation.
- (C)(1) Upon their adoption of any amendment to a bank's articles of incorporation, the incorporators shall send to the superintendent of financial institutions a certificate, signed by all the incorporators, containing a copy of the resolution adopting the amendment and a statement of the manner of and basis for its adoption.
- (2) Upon their adoption of amended articles of incorporation, the incorporators shall send to the superintendent a copy of the amended articles of incorporation, accompanied by a certificate, signed by all the incorporators, containing a copy of the resolution adopting the amended articles of incorporation and a statement of the manner of and basis for its adoption.
- (D) Upon receiving a certificate required by division (C) of this section, the superintendent shall conduct whatever examination the superintendent considers necessary to determine if both of the following conditions are satisfied:
- (1) The amendment or amended articles of incorporation and the manner of and basis for adoption comply with the requirements of the Revised Code;
 - (2) The amendment or amended articles of incorporation will not adversely affect the interests of the



bank's depositors and creditors and the convenience and needs of the public.

(E)(1) Within sixty days after receiving a certificate required by division (C) of this section, the superintendent shall approve or disapprove the amendment or amended articles of incorporation. If the superintendent approves the amendment or amended articles of incorporation, the superintendent shall forward a certificate of that approval, a copy of the certificate required by division (C) of this section, and, in the case of amended articles of incorporation, a copy of the amended articles of incorporation, to the secretary of state, who shall file the documents. Upon filing by the secretary of state, the amendment or amended articles of incorporation shall be effective.

(2) If the superintendent fails to approve or disapprove the amendment or amended articles of incorporation within sixty days after receiving a certificate required by division (C) of this section, the bank shall forward a copy of the certificate and, in the case of amended articles of incorporation, a copy of the amended articles of incorporation, to the secretary of state, who shall file the documents. Upon filing by the secretary of state, the amendment or amended articles of incorporation shall be effective.