



JENNIFER M. GRANHOLM
GOVERNOR

STATE OF MICHIGAN
OFFICE OF FINANCIAL AND INSURANCE REGULATION
DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
STANLEY "SKIP" PRUSS, DIRECTOR

KEN ROSS
COMMISSIONER

TO THE INCORPORATOR(S):

Re: Application for Permission to Organize a State-Chartered Bank

Your request for information in connection with the organization of a state-chartered bank is acknowledged.

Enclosed please find: instructions for filing the Interagency Charter and Federal Deposit Insurance Application; remittance instructions; background information form; sample certification form; listing of federal agency contacts; and a reference sheet regarding the statutory criteria for organizing a bank (the Michigan Banking Code of 1999, as amended, may be found on the internet at <http://www.michigan.gov/ofir>). Attention is directed to section 3102 and 3108 for the requirements regarding convenience and needs of the public, adequacy of the capital structure of the proposed bank, and likelihood of successful operation. It is essential that the incorporators develop a feasibility study which includes demographic information regarding the market area in which the proposed bank is to be located, the economic characteristics of the primary service area, and the competition offered by existing banks and other financial services providers. This feasibility study should be completed by an individual or firm experienced in developing such a study.

An application, once accepted, may be formally withdrawn by written request of the incorporators, or must be allowed to proceed to a decision before another application will be accepted from the same party within the same primary service area. The Office of Financial and Insurance Regulation (OFIR) will notify the Designated Representative of the decision in writing. If the application is denied, the incorporators may appeal this decision by requesting reconsideration of the Order. The request for reconsideration must be received by OFIR within five calendar days after issuance of the Order. Subsequent to approval of an application, the incorporators shall file the bank's Articles of Incorporation. Within 30 days after approval and filing of the Articles, or such later time not to exceed one year, as approved by the Commissioner, the incorporators shall file the Certificate of Paid-In Capital. The application will be deemed abandoned if the time requirements are not met.

It is strongly recommended that the incorporators or other interested parties meet with OFIR personnel prior to filing of the application.

If you have any questions, please contact the Enterprise Monitoring Division at (517) 241-9981.

Enclosures

Application for Permission to Organize a State-Chartered Bank

Instructions for Filing the Interagency Charter and Federal Deposit Insurance Application

The Commissioner of the Office of Financial and Insurance Regulation has determined that this application is available for public inspection or copying pursuant to the provisions of the Freedom of Information Act, PA 442 of 1976, MCL 15.231 et seq., and section 2109 of the Michigan Banking Code of 1999, as amended, MCL 487.12109. Accordingly, except as otherwise indicated in this application, the contents of the application shall be disclosed to any person who properly requests an opportunity for inspection, examination, or copying.

1. Submit one copy of the Interagency Charter and Federal Deposit Insurance Application **with original signature(s)** to the Office of Financial and Insurance Regulation. A copy of the interagency application form may be found on the internet at www.fdic.gov/regulations/laws/forms/insuranceapplication. All signatures contained in the application must be original. If any part of the application submitted to a federal regulatory agency is not being filed with the Office of Financial and Insurance Regulation, a statement must be attached describing those items that have been omitted.
2. Complete and submit one copy of the Remittance Instructions.
3. Complete and submit the Background Information Form (FIS 1016) with original signature for each incorporator, director, and executive officer of the bank.
4. A Certification with original signatures must also accompany the application. Please refer to the sample statement for suggested wording.
5. The Office of Financial and Insurance Regulation may contact any or all incorporators, individually or collectively, for information regarding the application.
6. Confidential treatment will be accorded to the Background Information Form. Portions of the Interagency Biographical and Financial Report **may** be accorded confidential treatment; any requests for confidential treatment should be made in accordance with the instructions contained in the interagency application.
7. The Office of Financial and Insurance Regulation will refuse to accept an incomplete application. Incorporators may provide additional information in support of the application as deemed appropriate. However, any such unsolicited information will be accepted for filing with the understanding that it will be made a part of the public record.
8. An application may be amended in writing. Each amendment must clearly state the specific section, page, and item(s) being amended. Substantive amendments will be formally acknowledged in writing by the Office of Financial and Insurance Regulation.

9. Please include Form FIS 1015 when completing the bank's proposed Articles of Incorporation. The Office of Financial and Insurance Regulation cannot approve the bank's articles until a firm commitment to insure the bank's deposit accounts up to the maximum permitted by federal law has been issued by the Federal Deposit Insurance Corporation.
10. The Commissioner will render a decision on the application generally within 100 days from date of acceptance, and will notify the contact person in writing of the decision.
11. Completed applications should be mailed to:

**OFFICE OF FINANCIAL AND INSURANCE REGULATION
ATTENTION: ENTERPRISE MONITORING DIVISION
P. O. BOX 30220
LANSING, MI 48909-7720**

Questions pertaining to the completion of this application may directed to the Enterprise Monitoring Division at (517) 241-9981.

You are also encouraged to contact the Environmental Review Coordinator, Department of State, State Historic Preservation Office, 717 West Allegan Street, Lansing, Michigan 48918, (517) 335-2721, to obtain the required federal regulatory agency site clearance pursuant to the National Historic Preservation Act.

Authorized by PA 276 of 1999, as amended. Required to organize a state-chartered bank.



Michigan Department of Energy, Labor & Economic Growth

DELEG is an equal opportunity employer/program.

Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Visit OFIR online at: www.michigan.gov/ofir

Phone OFIR toll-free at: 1-877-999-6442

Statutory Criteria: Organizing a State-Chartered Bank

(Source: Michigan Banking Code, as amended, MCL 487.11101)

<u>BANKING CODE SECTION #</u>	<u>LEGAL CITE [MCL #]</u>	<u>DESCRIPTION</u>
2203(6)	487.12203	<u>Fee</u>
2302(8) 2303(1)	487.12302 487.12303	<u>Commissioner's Decision/Order</u> A. Due within 100 days after date of acceptance for filing B. Request for reconsideration of Order (must be requested within 5 days of issuance of Order)
3101 3102(2)(a)	487.13101 487.13102	<u>Incorporators and Directors</u> A. Incorporators (5 or more natural persons or a bank holding company) B. Character, responsibility, and fitness test C. Motives in seeking to organize the proposed bank
3501(1)	487.13501	D. Directors (minimum of 5 up to 25) E. Elect initial Board of Directors prior to the commencement of business
3102(2)(b) 3102(2)(c)	487.13102 487.13102	<u>Application</u> A. Convenience and needs of the public will be served by the proposed bank B. Likelihood of successful operation giving consideration to: 1. Economic and demographic characteristics 2. Competition 3. Adequate capital
3201	487.13201	<u>Articles of Incorporation</u> (2 originals) A. Approval 1. Signed by all incorporators 2. Firm commitment for FDIC insurance required as a condition of approval 3. Approval does not indemnify bank against claims for the improper use of the bank name stated in the articles
3202	487.13202	B. Contents 1. Name, county, and city, village or township where bank is to be located 2. Purpose of incorporation 3. Authorized capital stock i. Class of stock (preferences and rights) ii. # of shares issued iii. Par value 4. Names of the incorporators 5. Period for which the bank is organized (perpetuity)

BANKING CODE SECTION #	LEGAL CITE [MCL #]	DESCRIPTION
		6. Shareholders of the bank may be assessed a capital deficiency payment 7. Other provisions consistent with the law
3105	487.13105	<u>Body Corporate</u> (upon approval of Articles of Incorporation)
3106	487.13105	<u>Commencement of business</u> (within 30 days to 1 year after approval of Articles of Incorporation as approved by the Commissioner)
3108	487.13108	<u>Capital</u> A. Adequate capital B. Surplus must equal at least 20% of capital (stock)

Federal Agency Contacts

Upon filing an application with the Office of Financial and Insurance Regulation (OFIR), it will be necessary for the organizers to file an application with the Federal Deposit Insurance Corporation and with the appropriate Federal Reserve Bank if the bank is to be a member bank (a member of the Federal Reserve System). Please contact the district office of the Federal Reserve Bank where the new bank's principal office is to be located.

For member banks geographically located in Michigan's Lower Peninsula, contact the following district office:

Patrick Wilder
Director of Applications
Federal Reserve Bank of Chicago
230 South LaSalle Street
Chicago, Illinois 60604
Telephone Number: (312) 322-8463
Fax Number: (312) 322-5894

For member banks geographically located in Michigan's Upper Peninsula, contact the following district office:

Daniel R. Hanger
Manager of Applications
Federal Reserve Bank of Minneapolis
90 Hennepin Avenue
Minneapolis, Minnesota 55401-1804
Or P.O. Box 291
Minneapolis, Minnesota 55480-0291
Telephone Number: (612) 204-5066
Fax Number: (612) 204-5163

For nonmember banks located anywhere in Michigan, contact:

Javier Serna
Assistant Regional Director
Federal Deposit Insurance Corporation
500 West Monroe, Suite 3500
Chicago, Illinois 60661
Telephone Number: (312) 382-7500
Fax Number: (312) 382-6901

Sample Certification Form to be Included in Application for Permission to Organize a State-Chartered Bank

We, the undersigned incorporators, intend to organize a state-chartered bank. We hereby make application to the Office of Financial and Insurance Regulation (OFIR) for permission to organize a bank under the provisions of State law, and CERTIFY JOINTLY AND SEVERALLY, that the statements contained herein are true to our best knowledge and belief, and that they are made for the purpose of inducing the Commissioner of OFIR to grant approval to establish a bank.

Name (Print) and Place of Residence (City, Village or Township, and State)	Signature