

ARTICLES OF CONVERSION

ARTICLE I
NAME OF RESULTING INSTITUTION

(NAME OF EXISTING INSTITUTION), **(CITY)**, **(COUNTY)**, Georgia, upon conversion of its charter to that of a state chartered **(BANK) (TRUST COMPANY) (BANK AND TRUST COMPANY)**, shall be known as **(NAME OF RESULTING INSTITUTION)**.

ARTICLE II
LOCATION

The main office of the Institution shall be located at **(STREET ADDRESS, CITY, COUNTY)**, Georgia.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent shall be _____. The initial registered office of the Institution shall be located at **(STREET ADDRESS, CITY, COUNTY)**, Georgia.

ARTICLE IV
APPROVAL OF CONVERSION

The Plan of Conversion attached hereto as Exhibit A and incorporated herein by this reference was adopted and approved by the Board of Directors of **(EXISTING INSTITUTION)** on **(MONTH, DAY, YEAR)** at a regular meeting of the Board of Directors conducted at the offices of the institution at **(ADDRESS)**.

The Plan of Conversion was adopted by the shareholders of **(EXISTING INSTITUTION)** at a duly called special meeting of the shareholders held on **(DATE)** at **(TIME)** at **(LOCATION OF MEETING)**. Written notice of the date, time and place of the special shareholders meeting and of the purpose was given to all shareholders of record on **(DATE)**. On **(DATE)**, **(EXISTING INSTITUTION)** had outstanding **(NUMBER OF SHARES OUTSTANDING)** shares of **(AMOUNT)** par value common stock entitled to vote at the special meeting of shareholders. At the meeting, either by proxy or by shareholders present, **(NUMBER OF AFFIRMATIVE VOTES)** shares voted for adoption of the Plan of Conversion, **(NUMBER OF NEGATIVE VOTES)** shares voted against the proposal, and **(NUMBER OF SHARES ABSTAINING FROM VOTING)** shares abstained from voting. The affirmative votes constituted approval of the Plan of Conversion by **(PERCENTAGE OF OUTSTANDING SHARES)** of the shares entitled to vote thereon and constituted more than the required vote for adoption of the Plan of Conversion.

ARTICLE V
DIRECTORS

The Board of Directors of the Institution shall be as follows:

(NAME) _____ **(COUNTY OF RESIDENCE)** _____

ARTICLE VI
PURPOSE

The purposes for which the Institution is formed are to conduct and transact generally the business of a **(COMMERCIAL BANK) (COMMERCIAL BANK AND TRUST COMPANY) (TRUST COMPANY)** and to do all things and exercise all powers and perform all functions which a **(COMMERCIAL BANK) (COMMERCIAL BANK AND TRUST COMPANY) (TRUST COMPANY)** is authorized or empowered to do, exercise or perform under and by virtue of the laws of the State of Georgia, or which it may be, by law, hereafter authorized to do, exercise or perform. The Institution is incorporated under the provisions of Title 7 of the Official Code of Georgia Annotated.

ARTICLE VII
TERM

The Institution shall have perpetual duration.

ARTICLE VIII
CAPITALIZATION

The Institution shall have authority to issue **(NUMBER)** shares of **(AMOUNT)** par value common stock.

(EXISTING INSTITUTION)

BY:
(AUTHORIZED OFFICER)

ATTEST:

(AUTHORIZED OFFICER)

(CORPORATE SEAL)