

RESOLUTION OF BOARD OF DIRECTORS

_____ **CREDIT UNION**

(the Merging Credit Union)

WHEREAS, the Board of Directors of this credit union is of the opinion that this credit union should merge with and into _____ Credit Union, (hereinafter called the “Continuing Credit Union”), and

WHEREAS, it is also the opinion of this Board that such merger should be made pursuant to an agreement between this credit union and the Continuing Credit Union whereby the latter will assume the shares and liabilities of this credit union in consideration of the transfer to the Continuing Credit Union of all of the assets, rights, and property of this credit union and the Continuing Credit Union will continue in business and under its present charter, and whereby all of the members of this credit union will be entitled to and shall receive shares in said Continuing Credit Union.

NOW, THEREFORE, BE IT RESOLVED, that the attached Merger Agreement is approved and the Presiding Officer and Secretary of this credit union are authorized and directed to call a special meeting of members to consider and act upon the proposed merger and to fix the date of said special meeting of members, and the Secretary is authorized to give advance notice of the meeting in accordance with the provisions of this credit union’s bylaws; and

BE IT FURTHER RESOLVED, that upon approval of the merger by the members of this credit union in accordance with the voting requirements of Section 2022 of the Oklahoma Credit Union Act and the credit union’s bylaws, the Presiding Officer is hereby authorized and directed to execute the Merger Agreement and the Presiding Officer and Secretary are authorized to execute and deliver a Certificate of Merger, along with the Merger Agreement, to the Oklahoma Banking Commissioner and to seek approval of the merger by the Oklahoma State Credit Union Board. The Presiding Officer, Secretary, and Treasurer are hereby further authorized to execute all other agreements, documents, certificates and other papers, and to seek all further approvals and certifications that may be required to consummate the proposed merger.

CERTIFICATION

We, the undersigned Board Presiding Officer and Secretary of the _____ Credit Union, hereby certify to the Oklahoma State Credit Union Board that the foregoing is a full, true, and correct copy of resolutions adopted by the Board of Directors of said credit union at a meeting duly called and held in accordance with the bylaws of said credit union on _____; at which a quorum was present and voted and that said resolution is duly recorded in the minutes of said meeting and has not been modified, amended, rescinded, or repealed and is still in full force and effect.

Board Presiding Officer

Date

Secretary

Date

RESOLUTION OF BOARD OF DIRECTORS

_____ **CREDIT UNION**

(the Continuing Credit Union)

WHEREAS, the Board of Directors of this credit union is of the opinion that this credit union should merge with _____ Credit Union, (hereinafter called the “Merging Credit Union”), and

WHEREAS, it is also the opinion of this Board that such merger should be made pursuant to an agreement between this credit union and the Merging Credit Union whereby this credit union will assume the shares and liabilities of said Merging Credit Union in consideration of the transfer to this credit union of all of the assets, rights, and property of said Merging Credit Union and whereby this credit union will continue in business under its present charter, and whereby all of the members of said Merging Credit Union will be entitled to and shall receive shares in this credit union.

NOW, THEREFORE, BE IT RESOLVED, that the attached Merger Agreement is approved and the Presiding Officer of this credit union is authorized and directed to execute the Merger Agreement and the Presiding Officer and Secretary are authorized to execute and deliver a Certificate of Merger, along with the Merger Agreement, to the Oklahoma Banking Commissioner and to seek approval of the merger by the Oklahoma State Credit Union Board. The Presiding Officer, Secretary and Treasurer are hereby further authorized to execute all other agreements, documents, certificates and other papers, and to seek all further approvals and certifications that may be required to consummate the proposed merger.

CERTIFICATION

We, the undersigned Board Presiding Officer and Secretary of the _____ Credit Union, hereby certify to the Oklahoma State Credit Union Board that the foregoing is a full, true, and correct copy of a resolution adopted by the Board of Directors of said credit union at a meeting duly called and held in accordance with the bylaws of said credit union on _____; at which a quorum was present and voted and that said resolution is duly recorded in the minutes of said meeting and has not been modified, amended, rescinded, or repealed and is still in full force and effect.

Board Presiding Officer

Date

Secretary

Date

MERGER AGREEMENT

This Merger Agreement is entered into effective the _____ day of _____, 20__ by and between _____ Credit Union, hereinafter called the "Continuing Credit Union" and _____ Credit Union, hereinafter called the "Merging Credit Union".

WITNESSETH

In consideration of the mutual agreements, promises, covenants, and acts herein described, the Continuing Credit Union and the Merging Credit Union hereby agree as follows:

1. The Merging Credit Union does hereby sell, assign, transfer, set over, and convey unto the Continuing Credit Union all of its assets, rights, property, and choses in action of every character, kind, and description, and the Merging Credit Union will do all acts and will execute and deliver unto the Continuing Credit Union any and all additional agreements, documents, deeds, assignments, and other instruments of conveyance which may be necessary to transfer to the Continuing Credit Union the individual assets, rights, property, and choses in action hereby conveyed by the Merging Credit Union to the Continuing Credit Union;
2. The Continuing Credit Union does hereby assume and agree to pay all the liabilities of the Merging Credit Union and the Continuing Credit Union agrees that, by virtue of this agreement, all of the members of the Merging Credit Union as of this date have become members of the Continuing Credit Union and that they are entitled to, and the Continuing Credit Union will issue to them, the same amount in shares in the Continuing Credit Union which they own in the Merging Credit Union as of the effective date hereof subject to the adjustments in such shares (if any) described in an attachment hereto;
3. All provisions of this Merger Agreement, and the merger itself, are subject to final regulatory approval by the Oklahoma State Credit Union Board. Rejection, denial, or failure to approve the merger contemplated herein by the Oklahoma State Credit Union Board will result in this Merger Agreement automatically becoming null and void.

The Continuing Credit Union and the Merging Credit Union have caused this Merger Agreement to be executed by their respective duly authorized officers, effective as of the date first above written.

_____ Credit Union ("Continuing Credit Union")

by: _____

Presiding Officer

_____ Credit Union ("Merging Credit Union")

by: _____

Presiding Officer

STATE OF OKLAHOMA

COUNTY OF _____

This instrument was acknowledged before me on _____ by _____

as _____ of _____ Credit Union.

My Commission Expires: _____

Number: _____ Notary Public

[seal]

STATE OF OKLAHOMA

COUNTY OF _____

This instrument was acknowledged before me on _____ by _____

as _____ of _____ Credit Union.

My Commission Expires: _____

Number: _____ Notary Public

[seal]

CERTIFICATE OF VOTE ON MERGER PROPOSAL

OF THE _____ CREDIT UNION
(the Merging Credit Union)

We, the undersigned officers of the above-named credit union, do hereby certify to the Oklahoma State Credit Union Board as follows:

1. That the Board of Directors of this credit union, at a meeting held on _____, adopted a resolution approving the merger of this credit union with _____ Credit Union.
2. The copies of the Notice of Special Meeting of the Members were mailed to each and every member of this credit union in accordance with its bylaws.
3. That, pursuant to said Notice, a special meeting of the members of this credit union was duly held at the time and place fixed in the Notice to consider and act upon the proposal for the merger of this credit union.
4. That the merger proposal and any changes in federally insured status as set forth in the Merger Agreement and Notice of Special Meeting of the Members were fully explained to the members present at the special meeting.
5. That on the date of the special meeting _____ members were present; of those members present, _____ voted in favor of the merger and _____ voted against the merger; ___ additional written ballots approving the merger were filed, and _____ additional written ballots opposing the merger were filed, and that without duplication of the written ballot or vote of any member, a majority of the members of this credit union who voted on the proposal approved the merger,
6. That the action of the members of this credit union at the special meeting is fully and completed recorded in the minutes of the meeting and all written ballots of members are on file with the Secretary of this credit union.

This certification signed the _____ day of _____, 20____.

Presiding Officer

Secretary

BALLOT FOR PROPOSED MERGER

Of

_____ Credit Union

Into

_____ Credit Union

Name of Member _____ Account Number _____

I have read the Notice of Special Meeting of the members of _____ Credit Union which is to be held on _____ to consider and act upon the merger proposal described therein, and hereby cast my vote on the proposal: (Check the line opposite the statement which indicates how you wish to vote.)

I approved the proposed merger and authorize the Board of Directors to take all necessary action to accomplish this merger. _____

I do not approve the proposed merger. _____

Printed Name Date

Signature

CERTIFICATE OF MERGER

(Merging Charter - not Surviving)

We, the undersigned Presiding Officer and Secretary of _____ Credit Union, in _____, Oklahoma, a _____ chartered credit union (hereinafter the “merging credit union”), do represent and state to the Oklahoma Bank Commissioner and the Oklahoma State Credit Union Board, as follows:

1. That the board of directors (“board”) and members of the merging credit union have agreed to a merger of the merging credit union with and into _____ Credit Union, a _____ chartered credit union located in _____, _____.
2. The meeting of the board at which the plan of merger was agreed upon by the board was held on _____, 20____, at ____ o’clock ____ .m. in _____, Oklahoma.
3. The vote of the board regarding the merger plan was as follows: _____ in favor, and _____ against and there is a total of _____ board members, _____ of which were present at the meeting, _____ of which voted. That the bylaws of the merging credit union require the following board vote necessary to merge the merging credit union into another credit union: _____ (*e . g . ,* majority vote; 2/3 vote, 3/4 vote). A certified copy of the board’s resolution regarding the merger is attached hereto.
4. The meeting of the members of the merging credit union at which the plan of merger was agreed upon was held on _____, 20____, at ____ o’clock ____ .m. in _____, Oklahoma.
5. That the vote of members regarding the merger plan was as follows: _____ in favor _____ against and there is a total of _____ Credit Union members, _____ of which were present at the meeting, _____ of which voted; and that the bylaws of the merging credit union provide for the following member vote necessary to merge this Credit Union into another credit union: _____ (*e . g . ,* majority vote; 2/3 vote, 3/4/ vote).
6. The effective date of the merger is _____.¹

Presiding Officer

Secretary

¹ Title 6 O.S. Section 2022 provides in part: ““Upon any such merger so effected, all property, property rights, field of membership and interest of the merged credit union shall vest in the surviving credit union without deed, endorsement or other instrument or transfer, and all debts, obligations and liabilities of the merged credit union shall be deemed to have been assumed by the surviving credit union under whose charter the merger was effected.”

CERTIFICATION OF BANK COMMISSIONER

I HEREBY CERTIFY, That the foregoing Certificate of Merger of _____
Credit Union, and the merger described therein, has been approved by the Oklahoma State Credit
Union Board on _____.

Witness my hand and official seal this _____ day of _____, at Oklahoma
City, Oklahoma.

Oklahoma State Bank Commissioner

CERTIFICATE OF MERGER

(Surviving Charter)

We, the undersigned Presiding Officer and Secretary of _____ Credit Union, located in _____, a _____ chartered credit union (hereinafter the “surviving credit union”), do represent and state to the Oklahoma Bank Commissioner and the Oklahoma State Credit Union Board, as follows:

1. That the board of directors (“board”) of the surviving credit union have agreed to a merger of the surviving credit union with _____ Credit Union, a _____ chartered credit union located in _____.

2. The meeting of the board at which the plan of merger was agreed upon by the board was held on _____, 20____, at ____ o’clock ____ .m. at _____, Oklahoma.

3. The vote of the board regarding the merger plan was as follows: _____ in favor, and _____ against and there is a total of _____ board members, _____ of which were present at the meeting, _____ of which voted. That the bylaws of the surviving credit union require the following board vote necessary to merge the surviving credit union with another credit union: _____ (*e. g.* , majority vote; 2/3 vote, 3/4 vote). A certified copy of the board’s resolution regarding the merger is attached hereto.

Presiding Officer

Secretary

**CERTIFICATION OF COMPLETION OF MERGER
OF THE _____ CREDIT UNION**

(To be completed by the Surviving Credit Union)

We, the undersigned officers of the above-named credit union, do hereby certify to the Oklahoma State Banking Department and the Oklahoma State Credit Union Board as follows:

1. That the merger of this credit union with _____ Credit Union was completed as of this date in accordance with the terms and plan approved by this Board of Directors by a resolution adopted at the meeting held on _____, a certified copy of which resolution has been furnished to the Oklahoma State Credit Union Board, and that the Merger Agreement approved by said resolution was duly executed and acknowledged by the credit union's Presiding Officer, effective as of _____; and
2. That all required steps incident to completion of said merger have been taken and all necessary transfers of assets have been affected.

Attached to this certification are the following documents:

1. Financial reports for each credit union immediately prior to the completion of the merger;
2. A combined financial report for the surviving credit union immediately following the completion of the merger;
3. The charter of the merging credit union; and
4. The insurance certificate for the merging credit union.

This certification signed the _____ day of _____, 20____.

Board Presiding Officer

Secretary