

**RESTATED ARTICLES OF ASSOCIATION**  
**INSTRUCTIONS FOR FILING**

Pursuant to article 4.07, Texas Business Corporation Act, as incorporated by Section 182.101 of the Texas Finance Code, upon issuance of the Certified Restated Articles of Association the original articles of association and all amendments are superseded and the restated articles are deemed the articles of association of the state trust company. The restated articles may take either of two (2) forms:

1. a **compilation** of all previous amendments; or
2. a **compilation** of all previous amendments **with further amendments** incorporated in the amended articles.

Restated articles are adopted by following the procedure to amend articles of association, except that no shareholder approval is required when no amendment is made.

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**Drafting Guidance**

Although the Banking Commissioner has not promulgated forms for restated articles, the following formats are suggested as guides. Instructions are included in the formats within brackets “[ ]” and should be **removed** from the completed documents.

**Restatement Without Amendment**

If the restated articles are a compilation of previous amendments without further amendments, the introductory paragraph shall contain the language used in the suggested form. The number of directors constituting the present board of directors and the names and addresses of the persons then serving as directors may be inserted in lieu of similar information concerning the initial board of directors. The name and address of each incorporator may be omitted.

Manner and date of adoption of the restated articles should be stated. Since no amendment is made, shareholder approval is not required; it is sufficient to show the date of adoption by the board of directors.

The entire text of the restated articles of association should be included in the document submitted for filing. It is permissible to attach an exhibit or addendum with the text of the articles of association as amended and supplemented.

### **Restated With Amendment**

Restated articles that make further amendment must:

1. state that the instrument accurately copies the articles of association and all amendments in effect to date and as further amended by the restated articles and that the instrument contains no other change in any provision;
2. state that each amendment made by the restated articles has been effected in conformity with the provisions of the Texas Finance Code and the Texas Business Corporation Act;
3. include the statements required in articles of amendment; and
4. restate the text of the entire articles of association as amended and supplemented previously and as further amended by the restated articles.

The statements concerning amendment should include: 1) an identification by description or reference to the article number of the provisions being amended or deleted; 2) the number of shares outstanding and entitled to vote; 3) the number of shares voting for and against; 4) a statement pursuant to article 4.04(B)(6), Texas Business Corporation Act, whether or not the transaction involves the exchange, conversion or cancellation of any outstanding stock of the state trust company; and, 5) a statement whether or not any change in the outstanding restricted capital of the state trust company will result from the proposed amendment.

It is not necessary to state the full text of the amended provisions separately from the entire text of the amended and restated articles. As with restated articles without amendment, the present board of directors may be substituted for the initial board, and the incorporators may be omitted.

**[Restated WITHOUT Amendments]**

**RESTATED ARTICLES OF ASSOCIATION**

**1. NAME AND AUTHORITY**

*[INSERT the Name of the trust company here]*, pursuant to the provisions of Section 182.101 of the Texas Finance Code and Article 4.07 of the Texas Business Corporation Act, hereby adopts restated articles of association which accurately copy the articles of association and all amendments thereto that are in effect to date and such restated articles of association contain no change in any provision thereof.

**2. ADOPTION OF RESTATED ARTICLES**

The restated articles of association were adopted by resolution of the board of directors of the Trust Company on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**3. PRIOR ARTICLES OF ASSOCIATION SUPERSEDED BY RESTATEMENT**

**[EITHER]**

The articles of association and all amendments and supplements thereto are hereby superseded by the following restated articles of association which accurately copy the entire text thereof:

*[INSERT the full text of articles of association as restated.]*

**[OR]**

The articles of association and all amendments and supplements thereto are hereby superseded by the restated articles of association which accurately copy the entire text thereof as set forth as Exhibit A hereto.

**4. EFFECTIVE DATE**

**[EITHER]**

These restated articles of association shall become effective upon approval by the Banking Commissioner of Texas

**[OR]**

*[The following wording may be used when the proposed restated articles of association effective date is delayed to a date or time after the document is submitted to the Banking Commissioner for approval.]*

These restated articles of association shall become effective on \_\_\_\_\_ at \_\_\_\_\_ a.m. in accordance with the provision of Article 10.03 of the Texas Business Corporation Act. *[Time cannot be 12:00 A.M. or 12:00 P.M.]*

Dated \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(Name of Trust Company)

By: \_\_\_\_\_  
Its Authorized Officer

**[Restated WITH Amendments]**

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

**1. NAME AND AUTHORITY**

*[INSERT the Name of the trust company here]*, pursuant to the provisions of Section 182.101 of the Texas Finance Code and Article 4.07 of the Texas Business Corporation Act, hereby adopts restated articles of association which accurately copy the articles of association and all amendments thereto that are in effect to date and as further amended by such restated articles of association as hereinafter set forth and which contain no other change in any provision thereof.

**2. ADOPTION OF AMENDED AND RESTATED ARTICLES**

The articles of association of the Trust Company are amended by the restated articles of association as follows:

*[INSERT here the amendment or amendments in conformance with Section 182.002 of the Texas Finance Code and Article 4.04 of the Texas Business Corporation Act, or a listing of the provisions changed and a summary of the changes.]*

**3. PRIOR ARTICLES OF ASSOCIATION SUPERSEDED BY AMENDMENT AND RESTATEMENT**

Each such amendment made by the restated articles of association has been effected in conformity with the provisions of the Texas Finance Code and the Texas Business Corporation Act and such restated articles of association and each such amendment made by the restated articles of association were duly adopted by the shareholders of the Trust Company on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

**4. ADOPTION**

**[EITHER]**

*[IF the Amendment and Restated Articles were adopted by at least a **two-thirds vote at a shareholder's meeting**, INSERT the following statement here.]*

The number of shares outstanding was \_\_\_\_\_; the number of shares entitled to vote on the restated articles of association as so amended was \_\_\_\_\_; the number of shares voted for such restated articles as so amended was \_\_\_\_\_; and the number of shares voted against such restated articles as so amended was \_\_\_\_\_.

**[OR]**

*[IF the Restated Articles as amended were adopted by **unanimous consent or less than unanimous consent if so authorized in the Trust Company's Articles of Association**, INSERT the following statement here.]*

The number of shares outstanding was \_\_\_\_\_; the number of shares entitled to vote on the restated articles of association as so amended was \_\_\_\_\_. All of the shareholders have signed a written consent to the adoption of such restated articles of association as so amended, pursuant to Article 9.10 of the Texas Business Corporation Act and any written notice required by Article 9.10 has been given.

## 5. TEXT OF RESTATED ARTICLES OF ASSOCIATION

### **EITHER**

The articles of association and all amendments and supplements thereto are hereby superseded by the following restated articles of association which accurately copy the entire text thereof and as amended as set forth:

*[INSERT here the **full text** of the articles of association as restated.]*

### **OR**

The articles of association and all amendments and supplements thereto are hereby superseded by the restated articles of association which accurately copy the entire text thereof and as amended as set forth as Exhibit A hereto.

## 6. EXCHANGE, RECLASSIFICATION OR CANCELLATION OF SHARES

*[Option a. If the amendment **does not provide** for an exchange, reclassification or cancellation of issued shares, INSERT the following statement here.]*

The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

### **OR**

*[Option b. If the amendment **provides** for an exchange, reclassification or cancellation of issued shares, and the manner in which the same is to be effected is not set forth in the amendment, INSERT the following statements here.]*

The manner in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

*[INSERT a concise statement of the **change to be effected** here.]*

## 7. CHANGE IN RESTRICTED CAPITAL

[The prior written approval of the banking commissioner is required pursuant to Section 182.103(a) of the Texas Finance Code for changes in the restricted capital other than for those exceptions listed in Section 182.103(b) of the Texas Finance Code.]

*[Option a. IF the amendment **does not effect a change in restricted capital**, INSERT the following statement here.]*

The amendment does not effect a change in restricted capital.

### **OR**

*[Option b. IF the amendment **does effect a change in restricted capital**, INSERT the following statements here.]*

The manner in which such amendment effects a change in the amount of restricted capital, and the amount of restricted capital (including certified surplus) as changed by such amendment, are as follows:

*[INSERT a concise statement of the **change to be effected** here.]*

EFFECTIVE DATE.

**[EITHER]**

These amended and restated articles of association shall become effective upon approval by the Banking Commissioner of Texas, pursuant to Section 32.101 of the Texas Finance Code.

**[OR]**

*[The following wording may be used when the proposed amendment and restatement of the articles of association effective date is delayed to a date or time after the document is submitted to the Banking Commissioner for approval.]*

These amended and restated articles of association shall become effective on \_\_\_\_\_ at \_\_\_\_\_ A.M./P.M. in accordance with the provisions of article 10.03 of the Texas Business Corporation Act. *[Time cannot be 12:00 A.M. or 12:00 P.M.]*

[The document **must** be **dated** and **signed by an authorized officer** of the association.]

Dated \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(Name of Trust Company)

By: \_\_\_\_\_  
Its Authorized Officer