STATE OF MINNESOTA

DEPARTMENT OF COMMERCE

DIVISION OF FINANCIAL EXAMINATIONS

Minnesota Department of Commerce
Statement Outlining Plan of Conversion
from State-Chartered Credit Union
to Federal Charter

The following steps are required:

1. Majority of State Credit Union board of directors votes to convert pursuant to Section 52.202.

2. At a regular or special meeting of state credit union members called for this purpose, 2/3 of members present must vote in favor of conversion.

3. Approval of Commissioner based on a record of the proceedings in 1 and 2.

4. Members of State Credit Union apply as incorporators for a federal charter to the National Credit Union Administration (NCUA).

5. Upon approval by NCUA and filing of the certificates of approval of the Commissioner, the final statement of assets and liabilities to be transferred is submitted and the conversion is complete.

85 7TH PLACE EAST, SUITE 500 / ST. PAUL, MINNESOTA 55101-2198 / TELEPHONE: 651/539-1700 / FAX: 651/539-1548
E-MAIL: FINANCIAL.COMMERCE@STATE.MN.US
WEB SITE: MN.GOV/COMMERCE
AN EQUAL OPPORTUNITY EMPLOYER

INSTRUCTIONS AND DOCUMENTS REQUIRED
TO CONVERT A STATE CHARTERED CREDIT UNION
TO A FEDERALLY CHARTERED CREDIT UNION

1. There must be a vote to do so by 2/3 of the members present at a special meeting called for that purpose upon 14 days written notice mailed to each member.

   The Deputy Commissioner must be furnished with a certified copy of the minutes of this meeting. (Form "A")

2. The officers shall prepare a written statement of the course of action to become a federal credit union for transmittal to the Deputy Commissioner. (Form "B")

3. The majority of the officers shall sign a verified statement consenting to the dissolution of the state credit union in order to become a federal credit union for transmittal to the Deputy Commissioner.

   This statement must contain the names and addresses of all officers and directors of the credit union.

4. If upon examination, the Deputy Commissioner shall determine that the credit union is solvent, he/she shall issue a letter of approval of the dissolution in order to become a federal credit union.

5. The credit union shall apply for an organization certificate to the Director of the National Credit Union Administration. A copy of this application should be transmitted to the Deputy Commissioner.

6. A copy of the approved organization certificate issued by the Regional Director of the National Credit Union Administration (NCUA) shall be transmitted to the Deputy Commissioner.

7. The state charter should be returned to the Department of Commerce.

8. A resolution should be adopted by the Directors of the Federal Credit Union accepting the assets and assuming the liabilities of the state credit union. (Form "D")

9. A certificate of the Secretary of the Federal Credit Union that the assets of the state credit union have been accepted and the liabilities assumed pursuant to the above resolution shall be transmitted to the Deputy Commissioner. (Form "E")

10. Upon receipt in this office of the above completed state forms and NCUA approval documents, the Deputy Commissioner will issue a Certificate of Approval to reorganize as a federal charter. This certificate must be filed with the county recorder of the county in which the credit union is located and with the Secretary of State.

Credit Union No. _____
Form A

Minutes of Meeting of the

_____ Credit Union

Held to Consider Dissolution
to become a Federal Credit Union

RESOLUTION OF THE SHAREHOLDERS
OF THE _____ CREDIT UNION
TO DISSOLVE TO BECOME A FEDERAL CREDIT UNION

BE IT RESOLVED by the members of the _____ Credit Union, a credit union organized and operating pursuant to Minnesota Statutes, Chapter 52, that the officers and directors of the credit union be and are hereby authorized to apply to the Regional Director of the National Credit Union Administration for approval of an organization certificate as a Federal Credit Union, pursuant to the Federal Credit Union Act of 1934, or acts amendatory thereto.

BE IT FURTHER RESOLVED that said officers and directors are authorized to transfer the assets of this credit union into said Federal Credit Union upon the assumption by the Federal Credit Union of the liabilities of this credit union.

CERTIFICATION OF SECRETARY

I, Secretary of the _____ Credit Union, do hereby certify that the foregoing constitutes the minutes of the meeting of the members of the _____ Credit Union, which meeting was called upon 14 days written notice to each member, to consider dissolution to become a Federal Credit Union. This meeting was held at _____ on the _____ day of _____, 20____. Said resolution was adopted by a vote of _____ for and _____ against.

Dated _____ _____
Secretary

Form B

PLAN OF DISSOLUTION TO APPLY TO
BECOME A FEDERAL CREDIT UNION

_____ Credit Union, hereby certifies that pursuant to the resolution of the members on the _____ day of _____, 20____, an organization certificate as a Federal Credit Union will be executed and presented to the Directors of the National Credit Union Administration for approval in accordance with the Federal Credit Union Act of 1934.

_____ Credit Union

Dated _____

By _____
Chairman/President

And _____
Treasurer/Secretary

Form C

VERIFIED CONSENT TO DISSOLUTION
TO BECOME A FEDERAL CREDIT UNION

We, the undersigned, a majority of the officers of the _____ Credit Union hereby certify that:

1. The following constitutes a true and correct list of the names and addresses of all officers and directors:

_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____

2. We hereby consent to the dissolution of the _____ Credit Union in order to become a Federal Credit Union in accordance with the Federal Credit Union Act of 1934.

We, the undersigned, have read the foregoing statements, which we know of our own knowledge to be true and accurate.

_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____

STATE OF MINNESOTA)
COUNTY OF _____) ss.

Subscribed and sworn to me, a Notary Public, on this _____ day of _____, 20____.

Notary Public _____ **NOTARY SEAL**
County of _____
My commission expires _____

Form D

_____, Minnesota

_____, _____.

Deputy Commissioner
Division of Financial Examinations
Department of Commerce
85 7th Place East, Suite 500
St. Paul, Minnesota 55101-2198

Gentlemen:

At a meeting of the directors of the _____ Federal Credit Union in _____, Minnesota, held _____ it was resolved by motion "That all assets and liabilities of the _____ Credit Union of _____, Minnesota, as shown on its books and records as of _____, _____, and as listed in the following statement be accepted and assumed by the _____ Federal Credit Union, _____, Minnesota."

The General Ledger statement of same is as follows: See Exhibit D-1

_____ Federal Credit Union

_____, Minnesota

_____
Secretary

(Corporate Seal)

Form D-1

(Attach Financial Statement)

Form E

_____, Minnesota

_____, _____.

Deputy Commissioner
Division of Financial Examinations
Department of Commerce
85 7th Place East, Suite 500
St. Paul, Minnesota 55101-2198

Gentlemen:

This is to certify that the assets and liabilities of the _____ Credit Union of _____, Minnesota as shown on the books and records of said credit union as of _____, _____ have been accepted and the same assumed by the _____ Federal Credit Union, _____, Minnesota.

_____
Chairman/President

_____ Federal Credit Union

_____, Minnesota

_____
Secretary

(Corporate Seal)