

1 the United States or any other state may, by a majority vote of ~~the~~
2 its directors or other governing body ~~of the bank~~, convert into a
3 West Virginia state-chartered bank ~~state bank~~ with any name
4 approved by the board of banking and financial institutions in
5 accordance with this article.

6 **§31A-4A-2. Procedure for conversion of national bank into state**
7 **bank.**

8 (a) A ~~national bank~~ converting institution ~~its charter to~~
9 ~~become a state bank~~ shall file an application with the division on
10 a form prescribed by the commissioner along with articles of
11 incorporation, bylaws for the proposed state bank and a check for
12 \$2500. The application shall declare that a majority of the
13 ~~national bank's~~ converting institution's board of directors or
14 other governing body has authorized the representatives of the ~~bank~~
15 converting institutions to make such application and to convert ~~the~~
16 ~~national bank~~ into a state bank.

17 (b) The application to convert to a West Virginia state bank
18 shall be subject to the same requirements and procedures as
19 established for a newly organizing state bank at sections five, six
20 and seven, article four of this chapter.

21 (c) The examination and investigation by the board of banking
22 and financial institutions pursuant to section six, article four of
23 this chapter shall include an examination of the safety and
24 soundness of the applicant ~~national bank~~. The scope of the

1 examination shall be determined at the discretion of the
2 commissioner.

3 **§31A-4A-3. Effect of conversion of ~~national bank~~ into state bank.**

4 (a) When the board of banking and financial institutions has
5 ~~given to~~ provided the ~~bank~~ converting institution an order that ~~the~~
6 ~~provisions~~ of this article ~~have~~ has been complied with, the ~~bank~~
7 converting institution and all its stockholders or members,
8 officers and employees shall have the same powers and privileges
9 and ~~shall be subject to the same~~ duties, liabilities and
10 regulations, ~~in all respects,~~ as shall have been prescribed for
11 banks originally organized ~~as banking corporations~~ under the laws
12 of West Virginia.

13 (b) At the time when such conversion ~~of the national bank~~ into
14 a state bank ~~under the charter of the latter,~~ becomes effective,
15 all the property of the ~~national bank~~ converting institution,
16 including all its rights, title and interest in and to all property
17 of whatsoever kind, whether real, personal or mixed, and things in
18 action, and every right, privilege, interest and asset of any
19 conceivable value or benefit then existing, belonging ~~or~~
20 ~~appertaining~~ to it or which would inure to it, shall immediately,
21 by act of law and without any conveyance or transfer and without
22 any further act or deed, ~~be vested in and~~ become the property of
23 the state bank, which shall ~~have hold and enjoy the same~~ in its own
24 right as fully and to the same extent as if the same were

1 possessed, held and enjoyed by the ~~national bank~~ converting
2 institution.

3 (c) Upon such conversion becoming effective, the state bank
4 shall be considered to be a continuation of the entity and of the
5 identity of the ~~national bank~~ converting institution and all the
6 rights, obligations and relations of the ~~national bank~~ converting
7 institution to or in respect to any person, estate, creditor,
8 depositor, trustee or beneficiary of any trust shall remain
9 unimpaired. The state bank, as of the time the conversion takes
10 place, shall succeed to all such rights, obligations, relations and
11 trusts and the duties and liabilities connected therewith and shall
12 execute and perform each and every trust or relation in the same
13 manner as if the state bank had itself originally assumed the trust
14 or relation, including the obligations and liabilities connected
15 therewith.

16 (d) Any reference to the ~~national bank~~ converting institution
17 in any contract, will or document shall be considered a reference
18 to the state bank unless expressly provided to the contrary in the
19 contract, will or document.

20 **§31A-4A-4. Filing of incorporation or organization.**

21 After the board of banking and financial institutions issues
22 an order granting a state charter to the converting ~~national bank~~
23 institution, the bank shall file in the office of the Secretary of
24 State a certificate of incorporation in compliance with ~~the~~

1 ~~applicable provisions of chapter thirty-one~~ thirty-one-d of this
2 code or articles of organization in compliance with chapter thirty-
3 one-b of this code, as applicable under ~~and~~ section five, article
4 four of this chapter.

NOTE: The purpose of this bill is to permit any bank, thrift or credit union organized under the laws of the United States or any other state to use this article to effect a conversion to a state-chartered bank.

Strike-throughs indicate language that would be stricken from the present law, and underscoring indicates new language that would be added.