

2021 Kansas Statutes

9-808. Stockholder vote for conversion to state bank or state trust company; application to commissioner; investigation; capital and name; stock for stock or property; powers continued; assets transferred; same entity; divestiture of unauthorized assets and liabilities. (a) Any national bank, federal savings association or federal savings bank organized under the laws of the United States and located in this state may become a state bank or state trust company upon the affirmative vote of not less than 2/3 of the institution's outstanding voting stock or voting interests of members. Any national bank, federal savings association or federal savings bank desiring to become a state bank or state trust company shall apply to the commissioner for permission to convert to a state bank or state trust company and:

- (1) Shall submit a transcript of the minutes of the meeting of the institution's stockholders or voting interests of members showing approval of the proposed conversion;
- (2) the name selected for the bank shall not be the name of any other state bank:
 - (A) Doing business in the same city or town; or
 - (B) within a 15-mile radius of the location of the converted institution;
- (3) the name selected for the trust company shall be different or substantially dissimilar from any other trust company doing business in the state. The name shall be accepted or rejected by the commissioner, although any state bank or state trust company may request exemption from the commissioner from this paragraph; and
- (4) provide any other information required in the application form prescribed by the commissioner.

(b) A federal savings association or federal savings bank operating in a mutual form and seeking to become a stock bank must also convert to a stock form prior to converting to a state bank and shall submit appropriate documentation to the commissioner to show that the appropriate federal regulator has approved such mutual to stock conversion.

(c) Upon receipt of each of the items required by this section the commissioner shall make or cause to be made such investigation as the commissioner deems necessary to determine whether:

- (1) All state and federal requirements for a conversion have been satisfied;
- (2) the conversion or the financial condition of the bank or trust company will not adversely affect the interests of the depositors;
- (3) the resulting state bank or state trust company will have an adequate capital structure in accordance with K.S.A. 9-901a et seq., and amendments thereto; and
- (4) the competence, experience or integrity of the proposed management personnel indicates that approving the conversion would be in the interest of the depositors of the bank or trust company and in the interest of the public.

(d) If the commissioner determines each of the matters in subsection (c) favorably, the conversion shall be approved, and the commissioner shall issue a certificate of authority. Upon issuance of a certificate of authority, the articles of incorporation, duly executed as required by the Kansas corporate code, shall be filed with the Kansas secretary of state's office.

(e) In any conversion authorized by this section, the resulting state bank or state trust company by operation of law shall continue all trust functions being exercised by the national bank, federal savings association or federal savings bank and shall be substituted for the national bank, federal savings association or federal savings bank and shall have the right to exercise trust or fiduciary powers created by any instrument designating the national bank, federal savings association or federal savings bank, even though such instruments are not yet effective.

(f) In any conversion authorized by this section, the resulting state bank or state trust company shall succeed by operation of law without any conveyance or transfer by the act of the national bank, federal savings association or federal savings bank to all the actual or potential assets, real property, tangible personal property, intangible personal property, rights, franchises and interests, including those in a fiduciary capacity of the national bank, federal savings association or federal savings bank and shall be subject to all of the liabilities of the national bank, federal savings association or federal savings bank.

(g) In any conversion authorized by this section the corporate existence of the national bank, federal savings association or federal savings bank shall be continued in the resulting state bank or state trust company, and the resulting state bank or state trust company shall be deemed to be the identical corporate entity as the national bank, federal savings association or federal savings bank.

(h) Within a reasonable time after the effective date of the conversion, the resulting state bank or state trust company shall divest all assets and liabilities that do not conform to state banking laws and rules and regulations. The length of this transition period shall be determined by the commissioner.

History: L. 1947, ch. 102, § 11; L. 1994, ch. 192, § 2; L. 2000, ch. 106, § 2; L. 2015, ch. 38, § 28; L. 2016, ch. 54, § 8; L. 2018, ch. 75, § 8; L. 2019, ch. 25, § 2; L. 2021, ch. 78, § 2; July 1.