

CERTIFICATE OF CORRECTION

INSTRUCTIONS FOR FILING

A certificate of correction may be used by a Texas state bank in the same manner as set forth in the Texas Business Organizations Code (BOC) sections 4.101-4.105 for a Texas for-profit corporation. A certificate of correction may be used to **correct** an instrument filed with the Texas Department of Banking ("DOB") which is an inaccurate record of the entity action referred to in the instrument, that contains an inaccurate or erroneous statement, or which was defectively or erroneously executed, sealed, acknowledged, or verified. If the entity chooses to make a **change** in its certificate of formation it may not use a certificate of correction. Instead the entity must file a certificate of amendment.

Although the DOB has not promulgated forms for a certificate of correction, the following format is suggested as a guide. Instructions are included in the format within brackets "[]" and should be **removed** from the completed documents.

1. Article one of this form asks for the name and location of the home office of the entity. That name should be the name that appears in the records of this office. If the error to be corrected is in the name of the entity, the name typed in article one should be the current name as it appears on the records of the DOB.
2. Article two asks for identification of the document to be corrected. For example, if the error was contained in certificate of formation, then article two should state "certificate of formation." The date on which the document was filed should be listed. This date is the date stamped on the upper right-hand corner of the acknowledgment copy.
3. Article three should identify the error to be corrected. For example, if the certificate of formation misspelled the entity name, then article three should state that it is correcting the misspelling of the entity name which appeared in article one of the certificate of formation.
4. Article four should include only the corrected portion of the document. For example, if the error was a misspelling of the entity name which appeared in article one of the certificate of formation, set forth in article four a reference to the corrected article and its text as corrected. If the correction is for a filing document that was defectively or erroneously signed, sealed, acknowledged, or verified, this article need only state that the corrected document is attached.

Signing. The certificate of correction must be signed by a person authorized to sign the filing instrument being corrected. The individual signing should indicate his or her title next to the signature. Prior to signing, please read the statements on this form carefully.

False Statement. A person commits an offense pursuant to §4.008 of the BOC as incorporated into the Texas Finance Code, if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the DOB for filing. The offense is a Class A misdemeanor unless done with the intent to defraud or harm another, in which case it is a state jail felony.

Filing. Two copies of the certificate of correction must be delivered to the DOB for filing. The delivery address is: Commissioner, Texas Department of Banking, 2601 N. Lamar Blvd., Austin, Texas 78705-4294. After review and approval, one original document is filed in the official records of the state bank

and a certified file-stamped copy is returned for the bank's records. There is no filing fee for certificate of correction.

Sample Certificate
CERTIFICATE OF CORRECTION

This correction is submitted pursuant to section 32.008 of the Finance Code and sections 4.101-4.104 of the Business Organizations Code, to correct a document which is an inaccurate record of the entity action, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged or verified.

ARTICLE ONE

The name of the entity is [insert name of Texas state bank] and the location of its home office is [insert name of city], Texas.

ARTICLE TWO

The filed document to be corrected is [insert name of document] which was filed with the Department of Banking on [insert month and day], [insert year].

ARTICLE THREE

The inaccuracy, error, or defect to be corrected is: [insert description of the inaccuracy, error or defect].

ARTICLE FOUR

As corrected, the inaccurate, erroneous, or defective portion of the document reads as follows: [insert exact wording as corrected.] [OR, if the correction is for a filing instrument that was erroneously signed, sealed, acknowledged, or verified].

ARTICLE FOUR

A correctly [signed, sealed, acknowledged, or verified] filing document is attached.

Effectiveness of filing. When filed with the Texas Department of Banking, the filing instrument is considered corrected as of the date of the original filing, except as to any person adversely affected by the correction, for whom it is considered corrected on the date of the filing of the Certificate of Correction with the Texas Department of Banking.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

By _____
[Signature of authorized signer]

Its _____
[Title of signer]

Date _____