

Statement of Non-Cumulative Preferred Stock

Certificate Number: _____ **Shares:** _____
Shareholder Name: _____
Class of Stock: Non-Cumulative Preferred Stock
Par Value: _____ **Dividend Rate:** _____

This certifies that the person named above is the registered holder of the number of fully paid and non-assessable shares of the Non-Cumulative Preferred Stock of the Corporation, transferable only on the books of the Corporation by the holder hereof in person or by a duly authorized attorney upon surrender of this certificate properly endorsed.

The designations, preferences, privileges, and voting powers, and the restrictions or limitations thereof, of the Non-Cumulative Preferred Stock are set forth below and in the Articles of Incorporation of the Corporation, to which reference is hereby made.

PROVISIONS OF NON-CUMULATIVE PREFERRED STOCK

- 1. Dividends:** The holders of the Non-Cumulative Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors, out of funds legally available for the payment of dividends, non-cumulative cash dividends at the rate specified above, and no more, payable in preference and priority to any payment of any dividend on the Common Stock of the Corporation.
- 2. Non-Cumulative Rights:** If the Board of Directors does not declare a dividend on the Non-Cumulative Preferred Stock in respect of any given fiscal period, the holders of such stock shall have no right to receive any dividend for such period, and any unpaid dividend for such period shall not accumulate or be payable at any future time, nor shall any such omitted dividend bear interest or be set a charge against the Corporation.
- 3. Liquidation Preference:** In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the holders of the Non-Cumulative Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to shareholders, the par value per share before any distribution or payment shall be made to the holders of the Common Stock.

PRESIDENT

SECRETARY

DATE OF ISSUANCE