

### **524.302 Articles of incorporation.**

1. The articles of incorporation of a state bank, in the form prescribed by the superintendent, shall set forth the following:

*a.* The name of the state bank, that it is incorporated for the purpose of conducting the business of banking, and that it is incorporated under the provisions of this chapter.

*b.* The location of its proposed principal place of business including the name of the municipal corporation and county.

*c.* The duration of the state bank which shall be perpetual.

*d.* The aggregate number of common and preferred shares which the state bank shall have authority to issue and the par value of such shares. If such shares are to be divided into classes or series, the number of shares of each class or series and a statement of the par value of the shares of each class or series.

*e.* The number of directors constituting the initial board of directors and the names and addresses of the individuals who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify.

*f.* The name and address of each incorporator.

*g.* The specific month in which the annual meeting of shareholders is to be held.

2. The articles of incorporation may set forth any or all of the following:

*a.* Provisions not inconsistent with law regarding:

(1) Managing the business and regulating the affairs of the corporation.

(2) Defining, limiting, and regulating the affairs of the corporation.

*b.* Any provision required or permitted by this chapter to be set forth in the bylaws.

*c.* A provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that the provision does not eliminate or limit the liability of a director for any breach of the director's duty of loyalty to the corporation or its shareholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for any transaction from which the director derives an improper personal benefit, or under section 524.605, subsection 1 or 2. A provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when the provision in the articles of incorporation becomes effective.

3. The articles of incorporation need not set forth any of the corporate powers enumerated in this chapter. The articles of incorporation shall be signed by all of the incorporators.

[C97, § 1842, 1863; S13, § 1842; C24, 27, 31, 35, 39, § **9157, 9204**; C46, 50, 54, 58, 62, 66, § 526.3, 527.3; C71, 73, 75, 77, 79, 81, § 524.302]

84 Acts, ch 1032, § 1; 87 Acts, ch 212, §12; 88 Acts, ch 1170, § 10; 89 Acts, ch 257, §7, 8; 95 Acts, ch 148, §21; 96 Acts, ch 1056, § 6