**Section 1075.1990 Articles of Incorporation – Restrictions Permitted**

a) A converting savings bank's articles of incorporation may include the following provision:

1) Certain Provisions Applicable for 5 Years. Notwithstanding anything contained in the savings bank's charter article, articles of incorporation, or bylaws to the contrary, for a period of (specify number of years up to 5) years from the date of completion of the conversion of the savings bank from mutual to stock form, the following provisions shall apply:

A) Beneficial Ownership Limitation. Except for sales of stock required by the federal insurer of accounts or the Director, no person shall directly or indirectly offer to acquire or acquire the beneficial ownership of more than 10% of any class of an equity security of the savings bank. This limitation shall not apply to a transaction in which the savings bank forms a holding company without change in the respective beneficial ownership interests of its stockholders other than pursuant to the exercise of any dissenter and appraisal rights, the purchase of shares by underwriters in connection with a public offering, or the purchase of shares by a employee stock benefit plan. In the event shares are acquired in violation of this Section, all shares beneficially owned by any person in excess of 10% shall be considered "excess shares" and shall not be counted as shares entitled to vote and shall not be voted by any person or counted as voting shares in connection with any matters submitted to the stockholders for a vote. For purposes of this provision, the following definitions apply: the term "person" includes an individual, a group acting in concert, a corporation, a partnership, an association, a joint stock company, a trust, an unincorporated organization or similar company, a syndicate or any other group formed to acquire, hold or dispose of the equity securities of the savings bank; the term "offer" includes every offer to buy or otherwise acquire, solicitation of an offer to sell, tender offer for, or request or invitation for tenders of, a security or interest in a security for value; the term "acquire" includes every type of acquisition, whether effected by purchase, exchange, operation of law or otherwise; and the term "acting in concert" means knowing participation in a joint activity or conscious parallel action towards a common goal whether pursuant to an express agreement, or a combination or pooling of voting or other interests in the securities of an issuer for a common purpose pursuant to any contract, understanding, relationship, agreement or other arrangements, whether written or otherwise.

B) Cumulative Voting Limitation. Stockholders shall not be permitted to cumulate their votes for election of organization directors.

C) Call for Special Meetings. Special meetings of stockholders relating to changes in control of the association or amendments to its charter shall be called only upon direction of the board of directors.

2) If the savings bank chooses to include the provisions allowed pursuant to this subsection (a), the language in subsection (a)(1) constitutes the exact language that shall be used in the savings bank's articles of incorporation, except that in the subsection (a)(1), a number of years, up to 5 years, shall be substituted for the language, "(specify number of years up to 5)".

b) There may also be included in the articles of incorporation any provision that could be approved as an amendment pursuant to Section 1075.1710. Such provisions must be approved by the Director. Application for such approval must include independent counsel's opinion that the proposed provision would be permitted to be adopted in a corporation chartered by Illinois pursuant to the Business Corporation Act of 1983.

(Source: Amended at 30 Ill. Reg. 19068, effective December 1, 2006)