

107F. (*Effective Date of Merger; Filing of approved agreement; Certificate of merger as evidence.*) (a) A merger shall, unless a later date is specified in the agreement, become effective upon the filing with the Bank Commissioner of the executed agreement together with copies of the resolutions of the stockholders of each constituent bank approving it, certified by such bank's president or a vice-president and a secretary. The charters of the constituent banks, other than the resulting bank, shall thereupon be deemed surrendered. The merger agreement shall be filed and recorded as required for Articles of Incorporation.

(b) The Bank Commissioner shall thereupon issue to the resulting bank a certificate of merger setting forth the name of each constituent bank and the name of the resulting state bank. Such certificate shall be conclusive evidence of the merger and of the correctness of all proceedings therefor in all courts and places, and may be recorded in any office for the recording of deeds to evidence the new name in which the property of the constituent banks is held.

107G. (*Continuation of corporate entity; use of old names.*)

(a) A resulting state bank shall be considered the same business and corporate entity as each constituent bank with all of the rights, powers and duties of each constituent bank except as limited by the charter and by-laws of the resulting state bank and all the rights, franchises and interests of each constituent bank in and to every species of property, real, personal, and mixed, and choses in action thereto belonging, shall be deemed to be transferred to and vested in such resulting state bank without any deed or other transfer; and such resulting state bank, by virtue of such merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy the same and all rights of property, franchises, and interests, including appointments, designations, and nominations and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, committee of estates of lunatics and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by any such constituent bank at the time of such merger; provided, however, that wherever any such constituent bank at the time of such merger was acting under appointment of any court as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, committee of estates of lunatics or in any other fiduciary capacity, the resulting state bank shall be subject to removal by a court of competent jurisdiction in the