

Article 13.

Savings and Loan Holding Companies.

§ 54B-261. Savings and loan holding companies.

(a) Notwithstanding any other provision of law, any stock association may simultaneously with its incorporation or conversion to a stock association provide for its ownership by a savings and loan holding company. In the case of a conversion, members of the converting association shall have the right to purchase capital stock of the holding company in lieu of capital stock of the converted association in accordance with G.S. 54B-33(c)(6).

(a1) Notwithstanding any other provision of law, any stock association may reorganize its ownership, to provide for ownership by a savings and loan holding company, upon adoption of a plan of reorganization by a favorable vote of not less than two-thirds of the members of the board of directors of the association and approval of such plan of reorganization by the holders of not less than a majority of the issued and outstanding shares of stock of the association. The plan of reorganization shall provide that (i) the resulting ownership shall be vested in a North Carolina corporation, (ii) all stockholders of the stock association shall have the right to exchange shares, (iii) the exchange of stock shall not be subject to State or federal income taxation, (iv) stockholders not wishing to exchange shares shall be entitled to appraisal rights as provided under Article 13 of Chapter 55 of the General Statutes and (v) the plan of reorganization is fair and equitable to all stockholders.

(a2) Notwithstanding any other provision of law, a mutual association may reorganize its ownership to provide for ownership by a savings and loan holding company upon adoption of a plan of reorganization by a favorable vote of not less than two-thirds of the members of the board of directors of the association and approval of the plan of reorganization by a majority of the voting members of the association. The plan of reorganization shall provide that (i) the resulting ownership shall be vested in a North Carolina corporation, (ii) the resulting ownership of one or more subsidiary associations shall be evidenced by stock shares, (iii) the substantial portion of the assets and all of the insured deposits and part or all of the other liabilities shall be transferred to one or more subsidiary associations, (iv) the reorganization shall not be subject to State or federal income taxation, and (v) the plan of reorganization is fair and equitable to all members of the association. The Commissioner of Banks shall promulgate rules regarding the formation of the subsidiary associations and the holding company, including the rights of members, levels of investment in the holding company subsidiaries, and stock sales.

(b) Repealed by Session Laws 1983, c. 144, s. 8.

(c) A savings and loan holding company may invest in any investment authorized by its Board of Directors, except as limited by regulations promulgated by the Commissioner of Banks pursuant to this Article.

(d) Any entity which controls a state stock association, or acquires control of a state stock association, is a savings and loan holding company. (1981, c. 282, s. 3; 1983, c. 144, s. 8; 1983 (Reg. Sess., 1984), c. 1087, ss. 4, 5; 1985, c. 659, s. 16; 1989, c. 76, s. 12; 1989 (Reg. Sess., 1990), c. 806, s. 21; 2001-193, s. 16; 2011-347, s. 3.)