

F04000005838

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Division of Corporations
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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(((H04000180628 3)))

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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Fax Number : (850) 222-9428

*OK to file qual. per KB
- See #8 of applic.
- conducting "non-banking" bus.*

FOREIGN PROFIT QUALIFICATION

Western Financial Bank

W04-33543

Certificate of Status	0
Certified Copy	0
Page Count	
Estimated Charge	\$70.00

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AUTHORIZATION BY PHONE TO

CORRECT *-add "Co." as suffix in #1*

DATE *10/13/04*

DOC. EXAM *let*

J. BRYAN OCT 13 2004

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Western Financial Bank
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

MORRISON & FOERSTER LLP

SAN FRANCISCO
LOS ANGELES
DENVER
PALO ALTO
WALNUT CREEK
SACRAMENTO
CENTURY CITY
ORANGE COUNTY
SAN DIEGO

ATTORNEYS AT LAW
555 WEST FIFTH STREET
LOS ANGELES, CALIFORNIA 90013-1024
TELEPHONE (213) 892-8200
TELEFACSIMILE (213) 892-5454

NEW YORK
WASHINGTON, D.C.
NORTHERN VIRGINIA
LONDON
BRUSSELS
HONG KONG
BEIJING
SHANGHAI
SINGAPORE
TOKYO

September 2, 2004

Writer's Direct Contact
213/892-5912
RBlumkin@mofa.com

By Overnight Delivery

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Western Financial Bank: Qualification as Foreign Corporation

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida submitted on behalf of Western Financial Bank, a federal savings bank headquartered in California that is in the process of converting to a California state commercial bank.

Western Financial Bank is currently organized under the federal Home Owners' Loan Act rather than under any state corporation statute. Upon the effective time of the conversion, Western Financial Bank will be a California commercial bank organized under the California Corporations Code and the California Banking Law. We seek to qualify now so that effective upon the conversion, the Bank will be properly qualified (subject, of course, to filing an amendment describing the change from being organized under federal law to being organized under California law).

MORRISON & FOERSTER LLP

Registration Section
September 2, 2004
Page Two

If you have any questions about this letter, please contact me directly at (213) 892-5912.

Very truly yours,

Rada Blumkin

Rada Blumkin

Enclosures

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OFFICE OF CORPORATION
TALLAHASSEE FLORIDA



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

September 21, 2004

Ms. Juli Pena
c/o CT Corporation System
818 West 7th Street
2nd Floor
Los Angeles, California 90017

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Ms. Pena:

Re: Western Financial Bank

Thank you for your recent letter/fax requesting name approval of the above referenced federally-chartered savings association located in Irvine, California.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name, the Office will not object to the use of the above corporate name being registered to transact business as a foreign corporation in the state of Florida. This does not authorize the institution to engage in a banking business in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Deputy Director
Division of Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings,
Division of Corporations, Secretary of State's Office



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 30, 2004

C T CORPORATION SYSTEM

SUBJECT: WESTERN FINANCIAL BANK
REF: W04000033543

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As you were previously advised by telephone conversation with this office, the proper form for this filing is an "Application for the Registration of a Foreign Corporate Name."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document SpecialistFAX Aud. #: E04000180628
Letter Number: 804A000571902004-OCT-12 AM 10:22
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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SECRETARY OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. Western Financial Bank CO.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Federal Savings Bank (United States) 3. 94-2504080
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/15/1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10/15/2004
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 15750 Alton Parkway, Irvine, CA 92618
(Principal office address)

same
(Current mailing address)

The purpose of the corporation to be carried out in the state of Florida is the purchasing of automobile installment contracts from automobile dealers located in Florida & the surrounding region. The corporation IS NOT in the banking business.
8. Florida & the surrounding region. The corporation IS NOT in the banking business.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

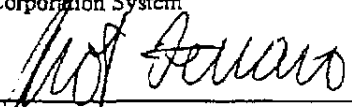
Name: CT Corporation System

Office Address: c/o CT Corporation System, 1200 South Pine Island

Plantation Florida 33324
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: 
(Registered agent's signature)

Scot Ferraro
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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JULIA G. CORPORATION'S
TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

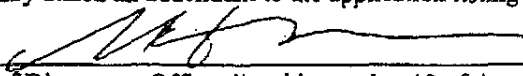
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Guy Du Bose, Secretary
(Typed or printed name and capacity of person signing application)

Officers of Western Financial Bank

Name	Business Address	Title
Richard Baner	23 Pasteur, Irvine, CA 92618	Executive Vice President
Shelly Chase	23 Pasteur, Irvine, CA 92618	Senior Vice President
Marguerite Drew	23 Pasteur, Irvine, CA 92618	Executive Vice President
Guy DuBose	23 Pasteur, Irvine, CA 92618	Senior Vice President, Secretary & General Counsel
Robert Gales	23 Pasteur, Irvine, CA 92618	Executive Vice President, Chief Marketing Officer
Karen Marchak	23 Pasteur, Irvine, CA 92618	Executive Vice President
Dawn Martin	23 Pasteur, Irvine, CA 92618	Executive Vice President; Chief Operating Officer
Cathy Mungon	23 Pasteur, Irvine, CA 92618	Executive Vice President
Mark Olson	23 Pasteur, Irvine, CA 92618	Senior Vice President
J. Keith Palmer	23 Pasteur, Irvine, CA 92618	Senior Vice President; Treasurer
David Prescher	23 Pasteur, Irvine, CA 92618	Vice President
Ernest Rady	23 Pasteur, Irvine, CA 92618	Chairman of the Board
James Tecca	23 Pasteur, Irvine, CA 92618	Executive Vice President
Ronald Terry	23 Pasteur, Irvine, CA 92618	Chief Credit Officer
Lee Whatcott	23 Pasteur, Irvine, CA 92618	Senior Executive Vice President; Chief Financial Officer; Chief Operating Officer
Thomas Wolfe	23 Pasteur, Irvine, CA 92618	President

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TALLAHASSEE, FLORIDA

DIRECTORS OF WESTERN FINANCIAL BANK

Judith M. Bardwick

Business - Bardwick & Associates, Inc.,
Address - 1389 Caminito Halago, La Jolla, CA 92037
Phone - 858-458-1443
Residence - 1389 Caminito Halago, La Jolla, CA 92037
Phone - 858-458-0083
Age: 71
Director of WFB since - 1984
Amount of Securities held - see schedule attached for Westcorp/WFS Financial ownership

Robert T. Barnum

Business - Private Investor
Address - Same as home
Phone - 949-843-8343
Residence - 25872 Poker Flats, Laguna Hills, CA 92653
Phone - 949.843.8343
Age - 58
Director of WFB since - 1988
Amount of Securities held - see schedule attached for Westcorp/WFS Financial ownership

James R. Dowian

Business - Retired
Residence - 32 Callender Court, Laguna Niguel, CA 92677
Phone - 949-248-1787
Age - 68
Director of WFB since - 2001
Amount of Securities held - see schedule attached for Westcorp/WFS Financial ownership

Duane A. Nelles

Business - Consulting
Residence - 7336 Fairway Road, La Jolla, CA 92037
Phone - 858-454-0715
Age - 60
Director of WFB since - 2003
Amount of Securities held - see schedule attached for Westcorp/WFS Financial ownership

Ernest S. Rady

Business - American Assets, Inc.,
Address - 11455 El Camino Real, Suite 200, San Diego, CA 92130
Phone - 858-350-2800
Residence - 8144 Priestwick Drive, La Jolla, CA 92037
Phone - 858-454-1489
Age - 68
Director of WFB since - 1982
Amount of Securities held - see schedule attached for Westcorp/WFS Financial ownership

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JUDITH M. BARDWICK
TALLAHASSEE, FLORIDA

Harry M. Rady

Business - American Assets, Inc.
Address - 11455 El Camino Real #200, San Diego, CA 92130-2045
Phone - 858-350-2540
Residence - 6001 La Jolla Scenic Drive S., La Jolla, CA 92037
Phone - 858-454-4879
Age - 36
Director of WFB since - 2003
Amount of Securities held - see schedule attached for Westcorp/WFS Financial ownership

Charles E. Scribner

Business - Retired
Residence - 7905 El Paseo Grande, La Jolla, CA 92037
Phone - 858-458-0204
Age - 68
Director of WFB since - 1988
Amount of Securities held - see schedule attached for Westcorp/WFS Financial ownership

Thomas A. Wolfe

Business - Westcorp
Occupation - President of Westcorp/President & Vice Chairman of WFB and President and CEO of WFS Financial
Address - 23 Pasteur Rd., Irvine, CA 92618
Phone - 949-753-3903
Residence - 1 San Miguel, CA 92679
Phone - 949-858-6606
Age - 44
Director of WFB since - 2002
Amount of Securities held - see schedule attached for Westcorp/WFS Financial ownership

DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
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**Office of Thrift Supervision
Department of the Treasury**

1700 G Street, N.W., Washington, D.C. 20552 • (202) 906-6000

July 27, 2004

CERTIFICATE OF CORPORATE EXISTENCE

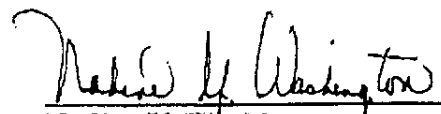
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TALLAHASSEE, FLORIDA

REFERENCE: Western Financial Bank
Irvine, California

I, Nadine Y. Washington, Corporate Secretary, Office of Thrift Supervision, hereby certify, according to the records of the Office of Thrift Supervision, Department of the Treasury, Washington, DC:

1. Western Financial Bank, Irvine, California, was chartered under the laws of the United States to transact the business of a Federal savings bank;
2. The charter of Western Financial Bank, Irvine, California, is in full force and effect;
3. The Office of Thrift Supervision has not appointed a conservator or receiver for Western Financial Bank, Irvine, California; and
4. As of July 27, 2004, Western Financial Bank, Irvine, California, is operating as a SAIF-insured financial institution.




Nadine Y. Washington
Corporate Secretary