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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Fireside Bank Inc.

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1/15/2008



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

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BILL MCCOLLUM
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CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

January 7, 2008

Theodora Kotsakis, Esquire
Vestevich & Associates, P. C.
Attorneys and Counselors
6905 Telegraph Road, Suite 260
Bloomfield Hills, Michigan 48301-3157

Re: Fireside Bank

Dear Mr. Kotsakis:

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

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 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
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

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.

1. Fireside Bank Inc.
 (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. California 3. 94-2787120
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-30-81 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5050 Hopyard Road, Suite 200, Pleasanton, CA 94588
 (Principal office address)
P.O. Box 9010, Pleasanton, CA 94566
 (Current mailing address)

8. The purpose of this corporation is to engage in industrial banking business and any other lawful activities which are not, by applicable laws or regulations prohibited in the state of Florida.
 (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 NOT acceptable)

Name: CT Corporation System
 Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
 (City) (Zip code)

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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.

By: Claudia L. Saari Claudia L. Saari
 (Registered agent's signature) Asst. 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:

FL019 - 02/03/2005 CT System Online

A. DIRECTORS Please see attached.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS Please see attached.

President: _____

Address: _____

Vice President: _____

Address: _____

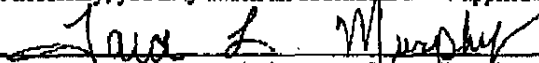
Secretary: _____

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. Tara L. Murphy, Vice President/Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT 1

Question 12A: DIRECTORS OF FIRESIDE BANK

Title	Name	Address
Director	John M. Boschelli	One East Wacker Dr., Chicago, IL 60601
Director	Eric J. Draut	One East Wacker Dr., Chicago, IL 60601
Director	Tal B. Kaufmann	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Director	James M. Landy	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Director	Ferdinand H. Reichelt	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Director	David R. Singery	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Chairman of the Board	Donald G. Southwell	One East Wacker Dr., Chicago, IL 60601

Questions 12B: OFFICERS OF FIRESIDE BANK

Title	Name	Address
Chairman of the Board	Donald G. Southwell	One East Wacker Dr., Chicago, IL 60601
CEO/Director	Ferdinand H. Reichelt	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
President/Director	James M. Landy	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Sr. VP/CFO/Director	Tal B. Kaufmann	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Sr. VP/Director	David R. Singery	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
VP/Secretary	Tara L. Murphy	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Sr. VP	Thomas R. Conover	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	R. Andrew Johnstone	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Noel Aparicio	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Robert P. Bixel	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Caroline Enciso	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Charles Fomasi	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Paul Jabbal	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Sharon Luna	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Gary J. Malinski	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Satish Narasimhan	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	John M. Osborn	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	John Pierce	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	James Rafrat	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Donna K. Read	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588
Vice President	Bruce White, Sr.	5050 Hopyard Rd., Ste. 200, Pleasanton, CA 94588

01/10/2008

**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the 30th day of December, 1981, **FIRESIDE BANK** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
January 15, 2008.



Debra Bowen

**DEBRA BOWEN
Secretary of State**

NP-26 (REV 1/2007)

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01/15/2008