

857805

Requestor Name	
Address	
City/State/Zip	Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  

(Corporation Name)
(Document #)
2. \_\_\_\_\_  

(Corporation Name)
(Document #)
3. \_\_\_\_\_  

(Corporation Name)
(Document #)
4. \_\_\_\_\_  

(Corporation Name)
(Document #)

- ☐ Walk in
 ☐ Mail out

☐ Pick up time \_\_\_\_\_
 ☐ Will wait

☐ Certified Copy
 ☐ Certificate of State

☐ Photocopy

**FILED**  
 99 JUN 18 PM 1:59  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

857805  
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 Conf Copy

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 30, 1999

CAL FED INSURANCE AGENCY  
413 N. BRAND BLVD.  
GLENDALE, CA 91203

SUBJECT: GLENFED INSURANCE SERVICES, INC.  
Ref. Number: 857805

We have received your document for GLENFED INSURANCE SERVICES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 199A00023341

**PROFIT CORPORATION**

## SECTION I

1. GLENFED INSURANCE SERVICES, INC.

Name of corporation as it appears on the records of the Department of State.

2. CALIFORNIA

**Incorporated under laws of**

3. 9-20-1983

Date authorized to do business in Florida

## SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 09/15/98

5. CAL FED INSURANCE AGENCY, INC.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

### New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

## New Jurisdiction

  
Signature

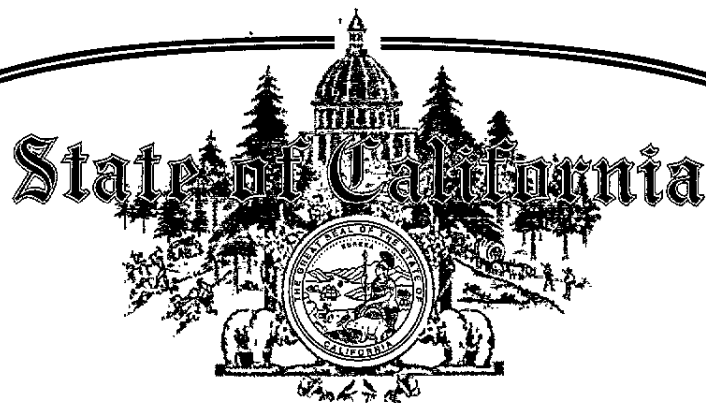
Jennifer Reesha

Typed or printed name

4-10-99  
Date

Senior Vice President

**Title**



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 10 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

MAY 27 1999



*Bill Jones*

Secretary of State

627550

FILED

In the office of the Secretary of State  
of the State of California

JUN 3 0 1971

EDMUND G. BROWN, Jr., Secretary of State

By Barclay H. Hines  
Deputy

ARTICLES OF INCORPORATION

OF

WILSHIRE GLEN SERVICES, INC.

FIRST: The name of this corporation is WILSHIRE GLEN SERVICES, INC.

SECOND: The purposes of which this corporation is formed are:

(a) The specific business in which this corporation is primarily to engage is the insurance production business as an insurance agent and insurance broker.

(b) To originate, purchase, sell and service loans upon real estate and participating interests therein.

(c) To provide clerical, bookkeeping, accounting, statistical and other similar functions primarily for savings and loan associations.

(d) To purchase, lease (either as lessor or lessee), sell, exchange, subdivide, improve, construct, operate, supervise and manage, and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boarding houses, office buildings, manufacturing plants, and other buildings of any kind.

(e) To act as agent or broker for insurance companies in soliciting and receiving applications for any and all kinds of insurance; to collect premiums on insurance; to act as the agent of others to investigate, collect and report information concerning insurance and insurance companies; to prepare, present, adjust, settle, collect and purchase claims arising under insurance policies; to conduct a general insurance agency and insurance brokerage business; and to conduct such other business as is incidental to such insurance business, or as may be delegated to agents or brokers by insurance companies.

Restriction of right  
to amend articles

No

Yes

5

(f) To receive and hold, subject to instructions, money, paper and documents; and to deliver the same in accordance with instructions; and generally to carry on and do the business of an escrow agent.

(g) To act as trustee under deeds of trust upon real property given to secure obligations to pay money, except corporate bonds.

(h) To supervise and manage all classes of properties, income bearing or otherwise, for other persons, corporations and associations; to act as agent, broker or attorney in fact, on a commission basis or otherwise for any other person, corporation or association; to negotiate sales, leases, mortgages, deeds of trust and other encumbrances of properties of other persons, corporations and associations, real, personal and mixed, wheresoever situated; to invest money in real estate for itself and for other parties; to deal in, sell, exchange, or transfer deeds of trust or other encumbrances on property; and generally to maintain, conduct and carry on the business of a real estate agent and broker, the business of real estate management, or the business of a mortgage loan broker, or any or all of them.

(i) To advertise, promote and develop the business of other corporations, partnerships, and individuals for hire or upon commission or otherwise, by and through the means of preparing advertising for, and advertising the business, commodities or other property, real, personal and mixed, of corporations, partnerships, or individuals, in any and all types of advertising media, and to engage generally in the advertising business.

(j) To act as agent or broker for any and all corporations, partnerships, or individuals, engaged in the business of furnishing public transportation, public lodging, or public entertainment, and for and on behalf of such corporations, partnerships and individuals to solicit and receive applications, make reservations, collect money or other valuable consideration, and sell tickets, for public travel, lodgings and entertainment, and to engage generally in the business of travel agent and broker, or ticket agent and broker, or both.

(k) To acquire, hold, and sell the shares of other corporations, and negotiate for the sale, hypothecation, or disposal of the same; to borrow or loan money with or without security therefor; to execute notes, bonds, or other obligations for money borrowed, for property purchased

or otherwise acquired by this corporation, for labor done or services performed for this corporation, or for any lawful purpose, and to secure the payment of the principal and interest of said notes, bonds, or other obligations by mortgage, pledge, hypothecation, deed of trust, or otherwise of any or all property owned or which may be acquired by this corporation.

(l) To enter into, make, perform and carry out contracts of any kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or government subdivision.

(m) To carry on any business whatsoever, either as principal or as agent or both or as a partner or joint venturer, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business.

(n) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may be amended at any time hereafter.

(o) To transact business in the State of California, in other states, in the District of Columbia, in the territories, dependencies, and colonies of the United States and in foreign countries.

(p) To engage in any one or more businesses or transactions which the board of directors of this corporation may from time to time authorize or approve, whether related or unrelated to the business described above or to any other business than or theretofore done by this corporation, except that this corporation shall not act as an insurance company, insurance agent, or insurance broker.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation.

THIRD: The principal office for the transaction of the business of this corporation is to be located in the County of Los Angeles in the State of California.


FOURTH: This corporation is authorized to issue only one class of shares; the total number of such shares is one thousand (1,000) and all such shares are to be without par value.

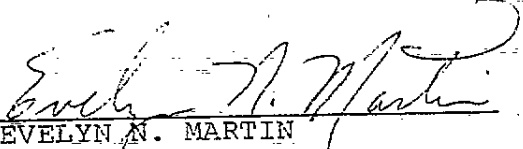
FIFTH: a) The number of directors of this corporation shall be three (3).

b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Name</u>	<u>Address</u>
DIANE C. SMITH	1920 Loganside Drive Los Angeles, California 90047
EVELYN N. MARTIN	1561 Ridgeway Drive Glendale, California 91202
MARIAN SCHULLMAN	390 South Hauser Boulevard Los Angeles, California 90036

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of June, 1971.

  
DIANE C. SMITH

  
EVELYN N. MARTIN

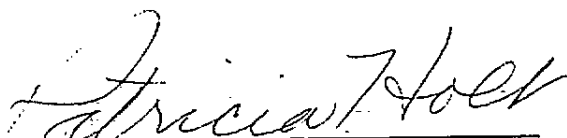
  
MARIAN SCHULLMAN

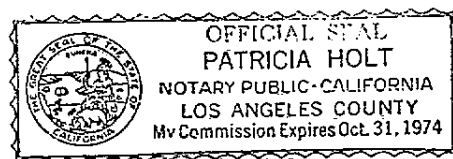


STATE OF CALIFORNIA        )  
                                  )    SS. --  
COUNTY OF LOS ANGELES    )

On this 29th day of June 1971, before me, Patricia Holt, a Notary Public in and for said State, residing therein, duly commissioned and sworn, personally appeared DIANE SMITH, EVELYN MARTIN and MARIAN SCHULLMAN, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public  
in and for said state and county



NETO:

627550

A352655

FILED

In the office of the Secretary of State  
of the State of California

JUN 3 1988

March Fong Eu  
MARCH FONG EU, Secretary of State

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CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
WILSHIRE GLEN SERVICES, INC.

L. KATHARINE HARRINGTON and D. F. PAGE certify that:

1. They are the President and the Assistant Secretary, respectively, of WILSHIRE GLEN SERVICES, Inc., a California corporation.

2. Article First of the Articles of Incorporation shall be amended to read as follows:

"The name of this corporation is GLENFED INSURANCE SERVICES, INC."

3. Article Second of the Articles of Incorporation shall be amended to read as follows:


"The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code."

4. Article Fifth of the Articles of Incorporation shall be amended to read as follows:

"This corporation elects to be governed by all of the provisions of the General Corporation Law effective January 1, 1977, not otherwise applicable to it under Chapter 23 thereof."

5. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors by written consent dated October 20, 1987.

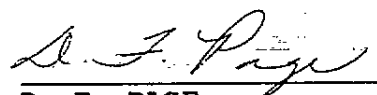
6. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 100. The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required was more than 50%.

  
L. KATHARINE HARRINGTON,  
President

  
D. F. PAGE,  
Assistant Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Glendale, California, on \_\_\_\_\_  
May 19, 1988

  
L. KATHARINE HARRINGTON

  
D. F. PAGE

FILED

In the office of the Secretary of State  
of the State of California

SEP 15 1998

AGREEMENT OF MERGER

*Bill Jones*  
BILL JONES, Secretary of State

This Agreement of Merger is entered into between Glenfed Insurance Services, Inc., a California corporation (herein, "Surviving Corporation") and Cal Fed Insurance Agency, Inc., a California corporation (herein, "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Article 1, Section 1 of the Articles of Incorporation of Surviving Corporation shall be amended and restated as follows: "The name of this corporation shall be "Cal Fed Insurance Agency, Inc.""
3. The outstanding shares of Merging Corporation shall be cancelled and no shares of Surviving Corporation shall be issued in exchange therefor.
4. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement.

GLENFED INSURANCE SERVICES, INC.,  
a California corporation

By: *Vanessa L. Washington*

Name: Vanessa L. Washington  
Title: Senior Vice President

By: *Blakeney A. Bobbitt*

Name: Blakeney A. Bobbitt  
Title: Assistant Secretary

CAL FED INSURANCE AGENCY,  
a California corporation

By: *Vanessa L. Washington*

Name: Vanessa L. Washington  
Title: Vice President

By: *Blakeney A. Bobbitt*

Name: Blakeney A. Bobbitt  
Title: Assistant Secretary

GLENFED INSURANCE SERVICES, INC.

CERTIFICATE OF APPROVAL

OF

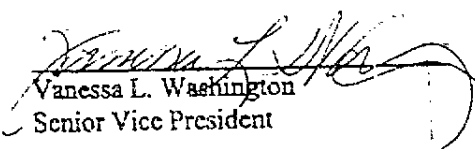
AGREEMENT OF MERGER

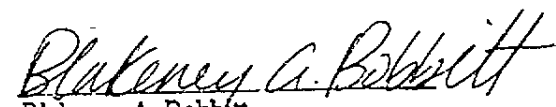
Vanessa L. Washington and Blakeney A. Bobbitt certify that:

1. They are a Senior Vice President and Assistant Secretary, respectively, of Glenfed Insurance Services, Inc., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached hereto as Exhibit A was duly approved by the board of directors of the Corporation.
3. The Agreement of Merger in the form attached hereto as Exhibit A received the affirmative vote of the holders of 100% of the outstanding shares entitled to vote of the Corporation.
4. There is only one authorized class of shares of the Corporation, consisting of 1,000 shares of common stock, par value \$10.00 per share ("Common Stock"), of which there are issued and outstanding 100 shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 14, 1998.

  
Vanessa L. Washington  
Senior Vice President

  
Blakeney A. Bobbitt  
Assistant Secretary

CAL FED INSURANCE AGENCY, INC.

CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER

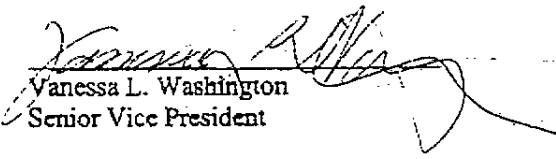


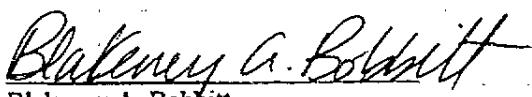
Vanessa L. Washington and Blakeney A. Bobbitt certify that:

1. They are a Senior Vice President and Assistant Secretary, respectively, of Cal Fed Insurance Agency, Inc. a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached hereto as Exhibit A was duly approved by the board of directors of the Corporation.
3. The Agreement of Merger in the form attached hereto as Exhibit A received the affirmative vote of the holders of 100% of the outstanding shares entitled to vote of the Corporation.
4. There is only one authorized class of shares of the Corporation, consisting of 1,000 shares of common stock, par value \$10.00 per share ("Common Stock"), of which there are issued and outstanding 100 shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 14, 1998.

  
Vanessa L. Washington  
Senior Vice President

  
Blakeney A. Bobbitt  
Assistant Secretary