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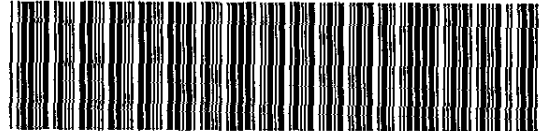
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02 NOV -6 11:10:51
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TALLAHASSEE, FLORIDA
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JB
11-07-02

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Waterstone Financial Group, Inc.
(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:

Patrick Sereda

(Name of Person)

Waterstone Financial Group, Inc.

(Firm/Company)

500 Park Blvd., Suite 800

(Address)

Itasca, IL 60143

(City/State and Zip code)

For further information concerning this matter, please call:

Patrick Sereda

(Name of Person)

at (630) 250-7000

(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

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TALLAHASSEE, FL 32304

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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. Waterstone Financial Group, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Illinois 3. 36-3191621
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/24/1979 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10/28/2002
(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. 500 Park Blvd, Suite 800, Itasca, IL 60143
(Principal office address)
Same as above
(Current mailing address)
8. sale of securities and insurance products
(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: Leslie Roberts
Office Address: 2929 E. Langley Office Park
Pensacola, Florida 32504
(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.

Leslie Roberts

(Registered agent's signature)

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Thomas A. Hopkins

Address: 500 Park Blvd, Suite 800
Itasca, IL 60143

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. Thomas A. Hopkins
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas A. Hopkins, Chairman
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**OWNERS, DIRECTORS AND OFFICERS
OF WATERSTONE FINANCIAL GROUP, INC.**

Owners (Shareholders)

Name	SSN/FEIN	Address
Pacific Select Distributors, Inc.	95-259448	700 Newport Center Drive Newport Beach, CA 92660
Thomas A. Hopkins	339-36-1413	980 North Glenview Court Palatine, IL 60067
James A. Dreher	350-26-0218	720 Midwest Club Parkway Oak Brook, IL 60521
David B. Roberts	326-48-9191	39W133 Ridgeline Road St. Charles, IL 60175
Stephen Anderson	340-42-8340	2540 Pebble Creek Dr. Lisle, IL 60532

Directors

Name	SSN	Residence Address
Thomas A. Hopkins (Chairman)	339-36-1413	980 North Glenview Court Palatine, IL 60067
Stephen F. Anderson	340-42-8340	2540 Pebble Creek Dr. Lisle, IL 60532
James A. Dreher	350-26-0218	720 Midwest Club Parkway Oak Brook, IL 60521
David B. Roberts	326-48-9191	39W113 Ridgeline Road St. Charles, IL 60175
John Dixon	517-50-4232	11043 Thyme Palm Beach Gardens, FL 33418
Bill Robinson	380-50-9255	22 Canyon Ridge Irvine, CA 92612

Officers

Name	Title	SSN	Residence Address
Thomas A. Hopkins	Chief Executive Officer, Chief Financial Officer	339-36-1413	980 North Glenview Court Palatine, IL 60067
Stephen F. Anderson	President, Chief Operating Officer	340-42-8340	2540 Pebble Creek Dr. Lisle, IL 60532
David B. Roberts	Senior Vice President, Insurance	326-48-9191	39W113 Ridgeline Road St. Charles, IL 60175
John Hicks	Vice President, Marketing	564-29-0466	361 Brighton Drive Wheaton, IL 60187

SECRETARY OF STATE
 JEFFREY L. HARRIS
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AND
 FILED

File Number 5165-343-2



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that WATERSTONE FINANCIAL GROUP, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 24, 1979, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



*In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this* 26TH
day of AUGUST *A.D.* 2002

Jesse White

SECRETARY OF STATE