



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 25, 2003

PEGGY STANDEFER
11622 EL CAMINO REAL STE 200
SAN DIEGO, CA 92130

SUBJECT: CALIFORNIA BANK & TRUST
Ref. Number: W03000031155

We have received your document for CALIFORNIA BANK & TRUST and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 103A00058243

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB -4 AM 10: 09

**DEPARTMENT OF BANK AND FINANCE
DIVISION OF BANKING**

CORPORATE NAME APPROVAL REQUEST

Pursuant to Section 655.922, Florida Statutes, no person other than a financial institution shall in this state transact business under any name or title that contains the words "bank," "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.

A proposed corporate name should be definitive enough to differentiate the business to be conducted from that of a commercial bank, trust company, savings and loan association, savings bank, or credit union. For example, a mortgage-related business should use the word "mortgage" in its corporate name.

In order for the Department to consider your request for approval to use "bank," "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 your corporate title, and issue a no objection letter, please provide the following information:

The corporate name proposed is:

The nature of the business to be transacted:

The proposed business will be located at:

List the principals involved in the proposed company:

Return to:
Director, Division of Banking
101 East Gaines St., Suite 636
Tallahassee, FL 32399-0350
(850) 410-9111
(850) 410-9548 (fax)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB - 4 AM 10: 09



Peggy J. Standefer
Senior Vice President/Senior Counsel
(858) 793-7455

October 14, 2003

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

Fictitious Name Registration
P O Box 1300
Tallahassee, FL 323-2-1300

Gentlemen:

Enclosed are California Bank & Trust's Application by Foreign Corporation for Authorization to Transact Business in Florida and Application for Registration of the Fictitious Name, Zions Small Business Finance, along with applicable registration fees.

We apologize for not having filed these forms when establishing the loan production offices in March 2001; however we were relying on advice from the Florida Department of Banking and Finance, which did not respond to our request for advice if we needed to do anything further to qualify to do business in the state.

Sincerely,

A handwritten signature in black ink, appearing to read 'P. Standefer', written over a horizontal line.

Peggy J. Standefer

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB -4 AM 10:10

CALIFORNIA BANK

██████████

Peggy J. Standefer
Senior Vice President/Senior Counsel
(858) 793-7455

January 7, 2003

Jason Merrick
Document Specialist
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Re: California Bank & Trust
Ref Number W03000031155

Mr. Merrick:

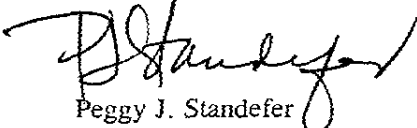
I am at a loss as to how to proceed to obtain required consent for California Bank & Trust to do business in Florida, using the fictitious name Zions Small Business Finance.

We have been operating in the state since March 2001, pursuant to notice given to our own banking regulators (Department of Finance, California) and the Florida Department of Banking and Finance. A copy of the initial notice is enclosed.

It was not until September 2003, when we advised of our intent to relocate the office, that I was advised by the Banking Department that further fees and applications were required. Our response was immediate, however, your requests for additional information is vague.

I am enclosing copies of all documentation previously submitted and request your assistance and advice on your further requirement(s).

Sincerely,


Peggy J. Standefer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB -4 AM 10:13

LEGAL DEPARTMENT

11622 El Camino Real, Suite 200 • San Diego • California • 92130
(858) 793 7455 • Fax (858) 793 7438 • www.calbanktrust.com

JAN-30-2004 11:40

DIVISION OF BANKING

850 410 9548 P.02/02



OFFICE OF FINANCIAL REGULATION

FINANCIAL SERVICES COMMISSION

JEB BUSH GOVERNOR

TOM GALLAGHER CHIEF FINANCIAL OFFICER

CHARLIE CRIST ATTORNEY GENERAL

CHARLES BRONSON COMMISSIONER OF AGRICULTURE

DON B. SAXON DIRECTOR

January 30, 2004

Peggy J. Standefer Senior Counsel California Bank & Trust 11622 El Camino Real Suite 200 San Diego, California 92130

Dear Ms. Standefer:

Re: California Bank & Trust d/b/a Zions Small Business Finance, LPO

Thank you for your recent letter/fax requesting approval of the above referenced name which is a state-chartered financial institution located in San Diego, California.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name, the Office of Financial Regulation will not object to the use of the above name being registered to transact business as a fictitious name in the state of Florida.

Sincerely,

[Handwritten signature of Linda B. Charity]

Linda B. Charity Deputy Director Financial Institutions

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 04 FEB -4 AM 10:13

LBC:ker

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

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: California Bank & Trust
(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:

Peggy Standefer, Senior Counsel
(Name of Person)
California Bank & Trust
(Firm/Company)
11622 El Camino Real, Ste 200
(Address)
San Diego Ca 92130
(City/State and Zip code)

For further information concerning this matter, please call:

Peggy Standefer at (858) 793-7455
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB -4 AM 10:13

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. California Bank + Trust, a California banking corporation
(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. California 3. 95-2783330
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2.26.82 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 2003
(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. 11622 El Camino Real, Ste 200, SD CA 92130
(Principal office address)

same
(Current mailing address)

8. Loan production activities; origination of SBA loans
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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 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.

Elaine Phaneuf
Elaine Phaneuf, Authorized Rep.
(Registered agent's signature)

04 FEB 10:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

Board of Directors
California Bank & Trust

David Blackford **
% California Bank & Trust
1900 Main Street, 2nd Floor
Irvine, CA

Gerald Dent
% Zions Bancorporation
One South Main Street
Salt Lake City, UT 84010

Allan Severson
% California Bank & Trust
11622 El Camino Real, Suite 200
San Diego, CA 92130

Christopher Skillern **
% California Bank & Trust
4320 La Jolla Village Drive, Suite 355
San Diego, CA 92122

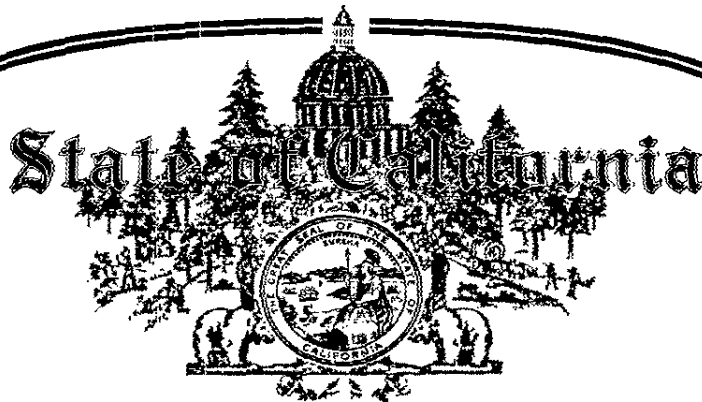
Harris Simmons
% Zions Bancorporation
One South Main Street
Salt Lake City, UT 84101

Dennis Uyemura ***
% California Bank & Trust
11622 El Camino Real, Suite 200
San Diego, CA 92130

** Also officers of the Bank

Peggy Standefer
Senior Counsel & Assistant Secretary
11622 El Camino Real, Suite 200
San Diego, CA 92130

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB -4 AM 10:13



SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **26TH** day of **FEBRUARY, 1982**, **CALIFORNIA BANK & TRUST** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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

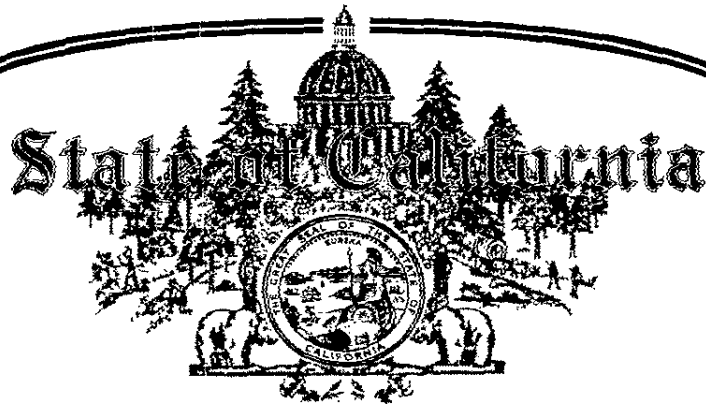
That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

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 September 26, 2003.

Kevin Shelley
KEVIN SHELLEY
Secretary of State



SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **26TH day of FEBRUARY, 1982, CALIFORNIA BANK & TRUST** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; 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 September 26, 2003.

Kevin Shelley
KEVIN SHELLEY
Secretary of State