

To: Dept. of Sta
Subject: 000715-43

From: Katie J. Busch

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Florida Department of State
Division of Corporations
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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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Fax Number : (850) 224-1640

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TALLAHASSEE, FLORIDA

0715-56434

FOREIGN PROFIT/NONPROFIT CORPORATION

PALOMAR BANCORP, INC.

Certificate of Status	0
Certified Copy	0
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To: FL Dept. of State
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From: Katie Wonsch

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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

August 25, 2006

Ms. Katie Wonsch
CorpDirect Agents, Inc.
P.O. Box 38413
Tallahassee, Florida 32315

Dear Ms. Wonsch:

Re: Corporate Name Proposed: Palomar Bancorp, Inc.
Alternate Name: Palomar Mortgage Corp.

Reference is made to your recent request for approval of the use of the above-referenced names in the state of Florida.

The use of the words "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," "credit union," or words of similar import, by any person other than a bank or trust company, in any context or in any manner which indicates or reasonably implies that the business being conducted or advertised is that of a bank or trust company or holding company is prohibited by Section 655.922, Florida Statutes. Therefore, we cannot approve your request for use of the proposed name Palomar Bancorp, Inc.

Per Section 607.1506(b), Florida Statutes, an alternate name may be used to transact business in this state if a corporation's foreign corporate name is unavailable. Since your proposed alternate name does not appear to violate Section 655.922, Florida Statutes, this Office will not object to the requested alternate name, Palomar Mortgage Corp., being registered as a foreign corporation in the state of Florida. However, this non-objection letter does not give you the authority to act in any licensed capacity. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations, Department of State
William T. Sims, Division of Finance Regulation

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

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FINANCIAL SERVICES
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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. Palomar Bancorp, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Palomar Mortgage Corp.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California

(State or country under the law of which it is incorporated)

3. 20-1322291

(FEI number, if applicable)

4. 6/18/2004

(Date of incorporation)

5. perpetual

(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. 8044 Camino Montego, Carlsbad, CA 92009

(Principal office address)

8044 Camino Montego, Carlsbad, CA 92009

(Current mailing address)

8. To conduct mortgage origination services and to engage in any lawful act or activity for which corporations may be organized.

(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: **NRAI Services, Inc.**

Office Address: **2731 Executive Park Dr., Ste 4**

Weston

(City)

, Florida

33331

(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.



(Registered agent's signature) Michael Mirrone, 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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Director: Vince Nowicki

Address: 8044 Camino Montego, Carlsbad, CA 92009

Director: Megan Nowicki

Address: 8044 Camino Montego, Carlsbad, CA 92009

Director: David Biggers

Address: 8044 Camino Montego, Carlsbad, CA 92009

B. OFFICERS

President: Vince Nowicki

Address: 8044 Camino Montego, Carlsbad, CA 92009

Vice President: Megan Nowicki

Address: 8044 Camino Montego, Carlsbad, CA 92009

Secretary: Megan Nowicki

Address: 8044 Camino Montego, Carlsbad, CA 92009

Treasurer: David Biggers--CEO

Address: 8044 Camino Montego, Carlsbad, CA 92009

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. Megan Nowicki, Vice-President & Secretary

(Typed or printed name and capacity of person signing application)

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From: Katie Wonsch

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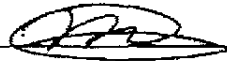
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Vice-President & Secretary, do hereby certify that this Resolution of the Board of Directors of Palomar Bancorp, Inc., a corporation duly organized and existing under the laws of the State of California was duly adopted on August 15th 2006

Resolved, that Palomar Bancorp, Inc., organized and existing in the State of California, hereby adopts the name Palomar Mortgage Corp. for use in Florida.

Dated: August 15th, 2006



Megan Nowicki
Director, Vice-President & Secretary

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State of California
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TALLAHASSEE, FLORIDA

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 18th day of JUNE 2004, PALOMAR BANCORP, INC. 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
August 22, 2006.



BRUCE McPHERSON
Secretary of State