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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
10/27

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Charter Bank

(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:

Rachael Schena

(Name of Person)

Charter Bank

(Firm/Company)

P.O. Box 11519, 2130 Eubank Boulevard, NE

(Address)

Albuquerque, NM 87192

(City/State and Zip code)

For further information concerning this matter, please call:

Rachael Schena

(Name of Person)

at (505) 291-3701

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

CHARTER

BANK • MORTGAGE • INSURANCE

2130 Eubank Boulevard, NE
Albuquerque, New Mexico 87112
October 26, 2006

Ms. Karon Beyer
Chief, Bureau of Commercial Recordings
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Charter Bank, Albuquerque, New Mexico

Dear Ms. Beyer;

Per our phone conversation today, enclosed please find the following documents:

1. New Filing Section Cover Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida with attached list of our executive officers;
3. A letter of status from the Office of Thrift Supervision (OTS);
4. A letter of no-objection from the Florida Office of Financial Regulation; and,
5. A check made out to your office in the amount of \$87.50 for filing fees.

Charter Bank is a federally regulated (OTS) savings bank with main offices located in Albuquerque New Mexico. The main business will be purchasing mortgages from mortgage brokers located, licensed, and registered to do business in Florida. The brokers would originate the loans; Charter would do the underwriting; and, the loans would close in Charter's name out of our Colorado and New Mexico offices.

I have been in contact with Kathy Ryan in the Office of Financial Regulation, who gave me your name. Since we will not have a physical presence nor will we have employees residing in Florida, we have met the State's requirements as a federally-regulated entity under Florida Title XXXVIII, Chapter 658.65. Her office has issued a letter of no-objection. Also, the Department of Revenue has said we are not liable for state taxes.

Charter Bank's regulator, the OTS, does not issue a "Certificate of Good Standing." I did, however, receive a letter from them stating our supervisory standing and have enclosed this in lieu of the Certificate.

If you have any questions or require additional information, please contact me. My phone number is 505/291-3701 and e-mail address is rachael.schena@charterco.com. Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, reading "Rachael Schena". The signature is written in a cursive style with a large, looping initial "R".

Rachael Schena
AVP/Internal Auditor

Enclosures

**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. Charter Bank

(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. United States

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

3. 85-0348378

(FEI number, if applicable)

4. N/A

(Date of incorporation)

5. N/A

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

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

7. N/A

(Principal office address)

P.O. Box 11519, Albuquerque, New Mexico 87192

(Current mailing address)

8. Purchase mortgage loans from brokers located and registered tdb in 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: **C.T. Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

, Florida **33324**

(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.

Maria Ozaeta

**Maria Ozaeta
Vice President**

(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: Robert Wertheim, Chairman of the Board of Directors

Address: 2130 Eubank Boulevard, NE
Albuquerque, NM 87112

~~Vice Chairman:~~ R. Glenn Wertheim, President and CEO

Address: 2130 Eubank Boulevard, NE
Albuquerque, NM 87112

~~Director:~~ Russell D. Cummins, EVP/Chief Financial Officer

Address: 2130 Eubank Boulevard, NE
Albuquerque, NM 87112

~~Director:~~ Lyle Greenberg, EVP/Residential Mortgage Lending

Address: 2130 Eubank Boulevard, NE
Albuquerque, NM 87112

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

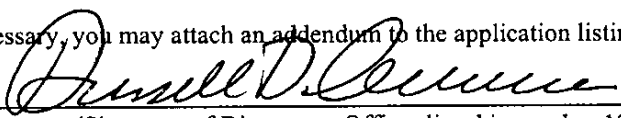
Secretary: _____

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. Russell D. Cummins, EVP/Chief Financial Officer
(Typed or printed name and capacity of person signing application)

CHARTER BANK - 2006 EXECUTIVE OFFICERS

Robert Wertheim	Chairman of the Board
R. Glenn Wertheim	President and Chief Executive Officer
Shirley Scott	Executive Vice President/Chief Operating Officer
Russell Cummins	Executive Vice President/Chief Financial Officer/ Treasurer/Chief Information Officer
Lyle Greenberg	Executive Vice President/ Residential Mortgage Lending
C. William Synnamon	Santa Fe Bank President
David J. Weber	Executive Vice President/Chief Commercial Lending Officer
Kay Ricketts	Vice President/Secretary



Office of Thrift Supervision
Department of the Treasury

West Region

Pacific Plaza, 2001 Junipero Serra Boulevard, Suite 650, Daly City, CA 94014-1976
P.O. Box 7165, San Francisco, CA 94120-7165 • Telephone: (650) 746-7000 • Fax: (650) 746-7001

May 6, 2004

Ms. Rachael Schena, Internal Audit
Charter Bank
P. O. Box 11519
Albuquerque, New Mexico 87192-0519

OTS No.: 08337
File Code: 10.40

Dear Ms. Schena:

I am writing to you regarding the supervision and regulation of **Charter Bank** (Albuquerque, NM). **Charter Bank** is currently duly chartered with OTS as a federal stock savings bank and has been regulated by the OTS since 09/11/1986. Charter Bank is supervised, examined and regulated from the West Region of the Office of Thrift Supervision.

The Office of Thrift Supervision is the primary regulator of **Charter Bank**. As principal supervisory agency, the Office of Thrift Supervision enforces federal consumer mortgage laws and regulations, and responds to comments from the public regarding compliance issues involving savings associations with federally-insured deposits. Consumer compliance staff of the West Region would endeavor to facilitate comments or complaints from members of the public regarding West Region associations with federally-insured deposits.

If you need further information about **Charter Bank**, or about the supervisory or regulatory functions of the Office of Thrift Supervision, you may contact me at 650/746-7018. I either will provide the information you seek or refer you to other OTS staff who can do so.

Sincerely,

Suzanne M. Burwasser
Manager, Support and Dissemination
Document Custodian, West Region

cc: T. Lane, OTS West Region
M. Buting, OTS West Region



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

October 11, 2006

Ms. Rachael Schena
AVP/Internal Auditor
Charter Bank
2130 Eubank Boulevard, NE
Albuquerque, New Mexico 87112

Re: Charter Bank

Dear Ms. Schena:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which is a federally-chartered savings association located in Albuquerque, New Mexico.

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 as a foreign corporation in the state of Florida. This does not authorize the institution to engage in a banking business or any other licensed activity in the state of Florida. 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