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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

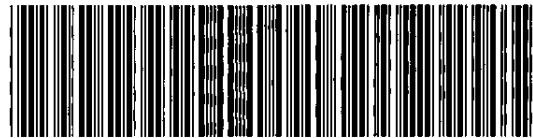
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/6

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Signature Group Holdings, 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," or "Certificate of Good Standing" 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:

David N. Brody, SVP, Counsel, and Corporate Secretary

Name of Person

Signature Group Holdings, Inc.

Firm/Company

175 N. Riverview Drive

Address

Anaheim, CA 92808

City/State and Zip code

cherie.irvine@fmtinv.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David N. Brody

Name of Person

at (805) 435-1254

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:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|

**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. Signature Group Holdings, Inc.

(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. Nevada 3. 95-2815260
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 26, 1972 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 175 N. Riverview Drive, Anaheim, CA 92808
(Principal office address)
- 175 N. Riverview Drive, Anaheim, CA 92808
(Current mailing address)

8. Commercial Finance Lending
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.


(Registered agent's signature)

Susan Wheeler
Assistant 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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TALLAHASSEE, FLORIDA

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

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A. DIRECTORS

Chairman: John Nickoll

Address: 10800 Wilshire Blvd., Suite 1503

Los Angeles, CA 90024

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TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: Michael Blitzler

Address: 11 East 44th Street, Suite 704

New York, NY 10017

Director: Robert A. Peiser

Address: 5100 San Felipe, Unit #362E

Houston, TX 77056

B. OFFICERS

President: Craig Noell

Address: 15303 Ventura Blvd., Suite 1510

Sherman Oaks, CA 91403

Vice President: Kenneth Grossman

Address: 9 West 57th Street, 26th Floor, New York, NY 10017

9 West 57th Street, 26th Floor, New York, NY 10017

Secretary: David N. Brody

Address: 15303 Ventura Blvd., Suite 1510, Sherman Oaks, CA 91403

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. David N. Brody, SVP, Counsel, and Corporate Secretary

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

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AND
FILED

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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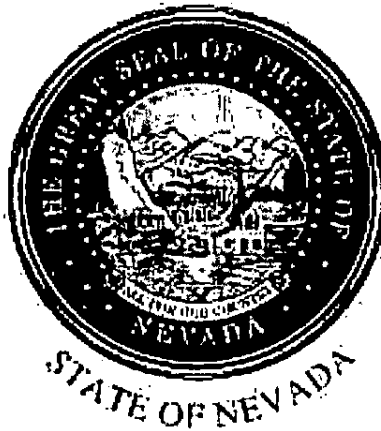
Signature Group Holdings, Inc.
Application by Foreign Corporation for Authorization to Transact Business in Florida
Addendum

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors – continued

TITLE	NAME	ADDRESS
Director	Kenneth Grossman	9 West 57 th Street, 26 th Floor, New York, NY 10019
Director	John Koral	2975 Valmont Road, Boulder, CO 80301
Director	Norman Matthews	299 Park Avenue, 20 th Floor, New York, NY 10171
Director	Craig Noell	15303 Ventura Blvd., Ste 1510, Sherman Oaks, CA 91403
Director	Richard A. Rubin	800 Third Avenue, 3 rd Floor, New York, NY 10022
Director	Robert Schwab	5123 E. Calle del Norte, Phoenix, AZ 85018
Interim Chief Operating Officer & Interim Chief Legal Officer	Donald Royer	175 N. Riverview Drive, Anaheim, CA 92808
Executive Vice President & Assistant Secretary	Kyle Ross	15303 Ventura Blvd., Ste 1510, Sherman Oaks, CA 91403
Vice President, Chief Information Officer	Zahida Sharief	175 N. Riverview Drive, Anaheim, CA 92808
Vice President, Controller	Amy Djou	175 N. Riverview Drive, Anaheim, CA 92808
Vice President, Imaging & Records Management	Holly Maclay	175 N. Riverview Drive, Anaheim, CA 92808
Vice President, Counsel	Deborah Gershon	175 N. Riverview Drive, Anaheim, CA 92808
Vice President, Counsel	James Petrohilos	175 N. Riverview Drive, Anaheim, CA 92808
Assistant Vice President, Investor Reporting	Charlene Takara	175 N. Riverview Drive, Anaheim, CA 92808
Assistant Vice President, Secondary Marketing	Ralph Uribarre	175 N. Riverview Drive, Anaheim, CA 92808

SECRETARY OF STATE




CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SIGNATURE GROUP HOLDINGS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 26, 1972, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 16, 2010.


ROSS MILLER
Secretary of State

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TALLAHASSEE FLORIDA

Electronic Certificate
Certificate Number: C20100916-1659
You may verify this electronic certificate
online at <http://www.nvsos.gov/>