

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:

Marlene Petros

Name of Person

Signature Group Holdings, Inc.

Firm/Company

15301 Ventura Blvd, Suite 400

Address

Sherman Oaks, CA 91403

City/State and Zip code

marlene.petros@signaturecap.com

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

For further information concerning this matter, please call:

Marlene Petros

Name of Person

at (805) 435 -1251

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

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

15 FEB 11 PM 12:29
SECRETARY OF STATE
CORPORATION DIVISION

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. Delaware

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

3. _____

(FEI number, if applicable)

4. 09/30/2013

(Date of incorporation)

5. Perpetual

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

6. _____

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

7. 1460 Golden Gate Parkway, Suite 103, Naples, FL 34105

(Principal office address)

15301 Ventura Blvd, Suite 400, Sherman Oaks, CA 91403

(Current mailing address)

8. Holding Company

(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.

Nicole Chouinard

Nicole Chouinard
Assistant Secretary

(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.

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

A. DIRECTORS

Chairman: Craig Bouchard

Address: 15301 Ventura Blvd, Suite 400
Sherman Oaks, CA 91403

Vice Chairman: _____

Address: _____

Director: Patrick E. Lamb

Address: c/o Signature Group Holdings, Inc.
15301 Ventura Blvd, Suite 400, Sherman Oaks, CA 91403

Director: Philip Tinkler

Address: c/o Equity Group Investments
Two North Riverside Plaza, Suite 600, Chicago, IL 60606

B. OFFICERS

President: Craig Bouchard

Address: 15301 Ventura Blvd, Suite 400
Sherman Oaks, CA 91403

Vice President: _____

Address: _____

Secretary: William C. Manderson

Address: 15301 Ventura Blvd, Suite 400, Sherman Oaks, CA 91403

Treasurer: Jeff Crusinberry

Address: 15301 Ventura Blvd, Suite 400, Sherman Oaks, CA 91403

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. See attached addendum

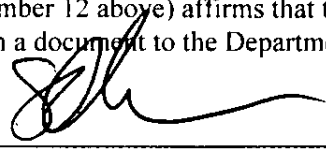
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Stephen Olson, Chief Accounting Officer

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

15 FEB 11 PM 12:39
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 05-11-2010 BY 60322



Addendum to the Application – List of additional Directors and Officers

Signature Group Holdings, Inc.

Director: Peter C. B. Bynoe

Address: c/o DLA Piper US LLP
203 North LaSalle Street, Suite 1900
Chicago, IL 60601

Director: Raj Maheshwari

Address: c/o Charlestown Capital Advisors, LLC
17 State Street, Suite 3811
New York, NY 10004

Officers

EVP and Chief Financial Officer: Kyle Ross

Address: 15301 Ventura Blvd, Suite 400
Sherman Oaks, CA 91403

EVP and General Counsel: William C. Manderson

Address: 15301 Ventura Blvd, Suite 400
Sherman Oaks, CA 91403

Chief Accounting Officer: Stephen Olson

Address: 15301 Ventura Blvd, Suite 400
Sherman Oaks, CA 91403

Sr. Vice President and Treasurer: Jeff Crusinberry

Address: 15301 Ventura Blvd, Suite 400
Sherman Oaks, CA 91403

15 FEB 11 PM 12:39
STATE OF FLORIDA

Delaware

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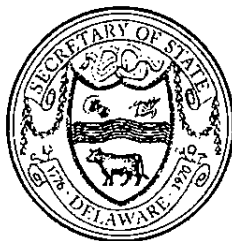
The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIGNATURE GROUP HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF FEBRUARY, A.D. 2015.

15 FEB 11 PM 12:39
ATTORNEY GENERAL
STATE OF DELAWARE
FLORENCE, FLORIDA

5406465 8300

150139893




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2091842

DATE: 02-03-15