

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Signature Group Holdings, Inc.

2. It is incorporated under the laws of Nevada

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is January 26, 1972 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 175 N. Riverview Drive, Anaheim, CA 92808

6. The address of its proposed registered office in Rhode Island is 155 S. Main Street, Suite 301

Providence, RI 02903 (Street Address, not P.O. Box)
(City/Town) (Zip Code)

and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Commercial Finance Lending

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>John Nickoll</u>	<u>10800 Wilshire Blvd, Ste 1503, Los Angeles, CA 90024</u>
Director	<u>Michael Blitzer</u>	<u>11 E. 44th St, Ste 704, New York, NY 10017</u>
Director	<u>Robert A. Peiser</u>	<u>5100 San Felipe, Unit 362E, Houston, TX 77056</u>
Director	<u>Robert Schwab</u>	<u>4 E. Calle del Norte, Phoenix, AZ 85018</u>

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Craig Noell	15303 Ventura Blvd., Ste 1600, Sherman Oaks, CA 91403
Vice President	Kyle Ross	15303 Ventura Blvd., Ste 1600, Sherman Oaks, CA 91403
Treasurer	none at this time	
Secretary	David Brody	15303 Ventura Blvd., Ste 1600, Sherman Oaks, CA 91403

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

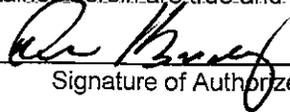
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
190,000,000	common		\$0.01
10,000,000	preferred		\$0.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 130,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 2,606,938.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 14.92 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date:

January 11, 2011



Signature of Authorized Officer of the Corporation

David N. Brody

Type or Print Name of Authorized Officer

RHODE ISLAND
Office of the Secretary of State
Corporations Division

Signature Group Holdings, Inc.
Application for Certificate of Authority by a Foreign Business Corporation
Addendum

8. Names and addresses of 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 1600, Sherman Oaks, CA 91403
Director	Richard A. Rubin	800 Third Avenue, 3 rd Floor, New York, NY 10022

9. Names and addresses of principal officers – continued

TITLE	NAME	ADDRESS
Executive Vice President	Kenneth Grossman	9 West 57 th Street, 26 th Floor, New York, NY 10019
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

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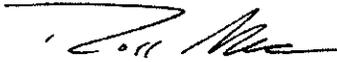
CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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 January 11, 2011.




ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20110111-2501
You may verify this electronic certificate
online at <http://www.nvsos.gov/>



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

