

2860397



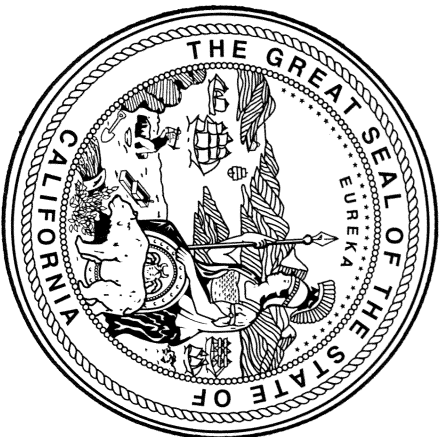
State of California
Secretary of State

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

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 24 2006



BRUCE McPHERSON
Secretary of State

2860397

APPROVED
March 22, 2006

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 23 2006

BRIAN YUEN
Acting Commissioner
of Financial Institutions

**ARTICLES OF INCORPORATION
OF
AMERICAN RIVIERA BANK**

By 
JAMES M. PATTEN
Senior Counsel

ARTICLE I - NAME

The name of this corporation is AMERICAN RIVIERA BANK.

ARTICLE II - PURPOSE

The purpose of the corporation is to engage in the commercial banking business and any other lawful activities which are not, by applicable laws or regulations, prohibited to a commercial bank.

ARTICLE III - AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this Corporation's initial agent for service of process is:

Loren P. Hansen, Esquire
1301 Dove Street, Suite 900
Newport Beach, California 92660

ARTICLE IV - AUTHORIZED STOCK

(a) The Corporation is authorized to issue two classes of shares designated "Preferred Stock" and "Common Stock", respectively. The number of shares of Preferred Stock authorized to be issued is 5,000,000 and the number of shares of Common Stock authorized to be issued is 10,000,000.

(b) The Preferred Stock may be divided into such number of series as the board of directors may determine. The board of directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The board of directors, within the limits and restrictions stated in any resolution or resolutions of the board of directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of such series subsequent to the issue of shares of that series.

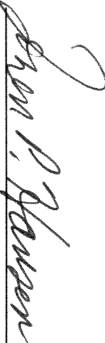
ARTICLE V - DIRECTOR LIABILITY

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

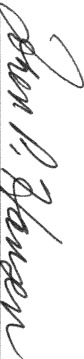
ARTICLE VI - INDEMNIFICATION

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

Dated: January 20, 2006


Loren P. Hansen
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


Loren P. Hansen
Incorporator

