

P36059

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

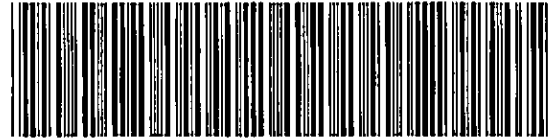
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500322236335

Charter Number Only

P36059

VALIDATION ONLY

SEARCHED
SERIALIZED
INDEXED
FILED

C CORPORATION SYSTEM

Requestor Name

131 Executive Center Drive, Suite 200

Address

Tallahassee, Florida 32301 656-8298

City State ZIP Phone

PLEASE CALL CONNIE OR MELANIE OR EILEEN
IF PROBLEMS.
CORPORATION(S) NAME

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Fictitious Name
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal *with a name*
- Call When Ready
- Call If Problem
- After 4 30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name	
Availability	BK
Department	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

3/24/85
P36059
SEARCHED _____
SERIALIZED 35
INDEXED 25
FILED 20

Personal file copies

9. Officers:

President: Donald R. Horton
Address: 2221 E. Lamar Blvd, Suite 950
Arlington, TX 76006

Vice President: Secretary & General Counsel Alan Jacobs
Address: 2221 E. Lamar Blvd, Suite 950
Arlington, TX 76006

Secretary:
Address:

Treasurer: Exec. Vice President & Controller David J. Keller
Address: 2221 E. Lamar Blvd, Suite 950
Arlington, TX 76006

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

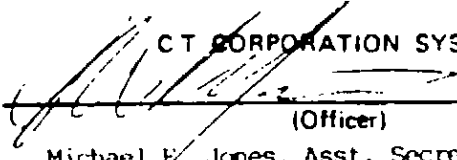
10. Name and Street address of Florida registered agent:

Name: CT CORPORATION SYSTEM
Office Address: c/o CT Corporation System, 8751 West Broward Boulevard
Plantation, Florida 33324
Zip Code

11. 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:


CT CORPORATION SYSTEM
(Officer)
Michael E. Jones, Asst. Secretary
(Type Name and Title of Officer)

12. 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.

13. Donald R. Horton
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Donald R. Horton, President
(Name and capacity of person signing application)

State of Delaware

PAGE 1



FILED
OCT 24 11 151

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY D.R. HORTON, 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 DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

.....



721295088

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3210017

DATE: 10/22/1991

Document Number Only

P36059

C T CORPORATION SYSTEM
 Requestor's Name
 1311 Executive Center Drive, Suite #200
 Address (904)
 Tallahassee, Florida 32301 656-8298
 City State Zip Phone
 ANY QUESTIONS CALL CONNIE OR MEANIE
 CORPORATION(S) NAME

December 31, 1991

D. B. Hutton, Inc. - Orlando Division
 merging into
 D. B. Hutton, Inc.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy (6)
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

Name	
Availability	
Document Examiner	
Update	<i>Kelly</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W.P. Verifier	<i>[Signature]</i> 12/19

12/19/91
3 CT

FILED
 1991 DEC 19 PM 1:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

December 31, 1991

ARTICLES OF MERGER

OF

D. R. HORTON, INC. - ORLANDO DIVISION

WITH AND INTO

D.R. HORTON, INC.

December 3, 1991

FILED
EST. DEC 19 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the Delaware General Corporation Law (the "DGCL"), D. R. Horton, Inc. - Orlando Division, a Florida corporation (the "Company"), and D.R. Horton, Inc., a Delaware corporation (the "Delaware Company" and, with the Company, the "Merging Companies"), execute these Articles of Merger for the purposes of merging the Company with and into the Delaware Company, with the Delaware Company being the surviving corporation (the "Merger").

1. Merger Agreement. Attached hereto as Exhibit A and incorporated herein by reference is the Plan of Reorganization and Agreement of Merger, as amended (the "Merger Agreement"), that was adopted by the respective Boards of Directors of the Merging Companies pursuant to and in the manner prescribed by the applicable provisions of the FBCA and the DGCL.

2. Effective Time. The Merger will become effective upon the latest to occur of (i) filing of articles of merger with the Department of State of the State of Florida in accordance with Section 607.1105 of the FBCA, (ii) issuance of a certificate of merger by the Secretary of State of the State of Delaware in accordance with the provisions of Section 252 of the DGCL, and (iii) 11:59 p.m. Eastern Time on December 31, 1991.

3. Shareholder Approval. The Merger Agreement was approved by the shareholders of the Company and by Donald R. Horton, the sole stockholder of the Delaware Company, on October 29, 1991.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the date first written above.

ATTEST:

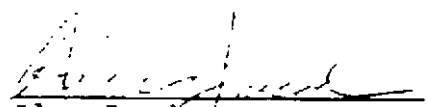
D. R. HORTON, INC.
ORLANDO, FLORIDA


Regine Bottomley
Assistant Secretary

By 
Donald R. Horton
President

ATTEST:

D.R. HORTON, INC.


Alan Jacobs
Secretary


By 
Donald R. Horton
President

EXHIBIT A

PLAN OF REORGANIZATION AND AGREEMENT OF MERGER

This PLAN OF REORGANIZATION AND AGREEMENT OF MERGER (hereinafter called the "Merger Agreement") is made as of October 29, 1991, by and between D. R. HORTON, INC., a Delaware corporation (hereinafter sometimes called "Delaware Company" or "Surviving Company"), and D. R. HORTON, INC. - ORLANDO DIVISION, a Florida corporation (hereinafter called "Florida Company").

WITNESSETH:

WHEREAS, Donald R. Horton owns 1,000 shares of common stock, par value \$.01 per share, of Delaware Company ("Delaware Common Stock"), which constitutes all of the issued and outstanding shares of capital stock of Delaware Company; and

WHEREAS, Delaware Company has contemporaneously herewith entered into a Plan of Reorganization and Agreement of Merger containing terms substantially identical to those set forth herein with each of D. R. Horton, Inc., a Texas corporation, D T Construction, Inc., D and L Horton Construction, Inc., Don-Taw Construction I, Inc., Horton & Williams, Inc., R & R Horton, Inc., E. R. Horton, Inc. - Atlanta Division, D. R. Horton, Inc. - Charlotte Division, D. R. Horton, Inc. - Houston Division, Horton Homes of Phoenix, Inc., D. R. Horton, Inc. - Potomac Division, Bradford Park Development Corporation, DRH Land Co., Inc., DR Horton Land Company, Inc., Glade Landing Development Corporation, Horton & Tomnitz, Inc., HT Investment Company, Inc., HTI Covington Square Development Corporation, HTI Oak Hollow Development Corporation, HTI Summer Hills Development Corporation, HTI Willow Creek Development Corporation, Shadow Glen Development Corporation and Wellington Park Development Corporation (hereinafter individually called an "Affiliated Company" and collectively called the "Affiliated Companies"); and

WHEREAS, Florida Company and Delaware Company desire to adopt a plan of reorganization resulting in a tax free "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the directors of Florida Company and Delaware Company deem it advisable and to the advantage of said corporations that Florida Company merge with and into Delaware Company pursuant to the provisions of this Merger Agreement;

NOW, . BEFORE, the parties do hereby adopt and make themselves parties to the plan of reorganization encompassed by this Merger Agreement and do hereby agree that Florida Company shall merge with and into Delaware Company in accordance with the following terms, conditions and other provisions:

1. Merger. Florida Company shall be merged with and into Delaware Company, and Delaware Company shall survive the merger and shall be the Surviving Company, effective upon the date when this Merger Agreement is made effective in accordance with applicable law (the "Effective Time").

2. Articles of Incorporation and Bylaws. The Certificate of Incorporation of Delaware Company, as amended and in effect as of the Effective Time, shall continue to be the Certificate of Incorporation of Surviving Company without change or amendment until further amended in accordance with the provisions thereof and applicable law. The Bylaws of Delaware Company, as amended and in effect as of the Effective Time, shall continue to be the Bylaws of Surviving Company without change or amendment until further amended in accordance with the provisions thereof and applicable law.

3. Directors and Officers. The directors and officers of Delaware Company shall remain directors and officers, respectively, of Surviving Company as of the Effective Time until expiration of their current terms as such or prior resignation, removal or death.

4. Succession. As of the Effective Time, Delaware Company shall succeed to Florida Company in the manner of and as more fully set forth in Section 259 of the General Corporation Law of the State of Delaware.

5. Further Assurances. From time to time, as and when required by Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of Florida Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Florida Company, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Surviving Company are fully authorized in the name of and on behalf of Florida Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Common Stock. Upon the Effective Time, by virtue of the merger and without any action on the part of the holder

thereof, each share of the common stock of Florida Company outstanding immediately prior thereto shall be changed and converted into that number of fully paid and nonassessable whole shares of Delaware Common Stock as shall equal the quotient of:

$$\begin{array}{r} X \\ - \quad \times 350,000 \\ Y \\ \hline Z \end{array}$$

where X equals the total stockholders' equity of Florida Company (before any intercompany eliminations) as of the Effective Time, or zero if Florida Company's stockholders' equity (before any intercompany eliminations) is negative as of such time, Y equals the combined stockholders' equity (before any intercompany eliminations) of Florida Company (included at zero if Florida Company's stockholders' equity is negative) and each Affiliated Company with a positive stockholders' equity as of the Effective Time that merges with and into Surviving Company, and Z equals the total number of outstanding shares of Florida Company as of the Effective Time, and the 1,000 outstanding shares of Delaware Company owned by Donald R. Horton as of the Effective Time shall be redeemed and canceled.

No fraction of a share of Delaware Common Stock shall be issued, but in lieu thereof each holder of shares of common stock of Florida Company who would otherwise be entitled to a fraction of a share of Delaware Common Stock shall, upon surrender thereof to the Secretary of Delaware Company, be paid an amount in cash equal to the value of such fraction of a share based upon the stockholders' equity of Delaware Company at the Effective Time. No interest shall be paid on such amount.

7. Stock Certificates. On and after the Effective Time, all of the outstanding certificates which prior to that time represented shares of the common stock of Florida Company shall be deemed for all purposes to evidence ownership of and to represent the shares of Delaware Company into which the shares of Florida Company represented by such certificates have been converted as herein provided. The registered owner on the books and records of Florida Company of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Delaware Company, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Delaware Common Stock evidenced by such outstanding certificate as above provided.

8. Termination of Retirement Plans. Florida Company shall terminate the D. R. Horton, Inc. - Orlando Division Money Purchase Plan and the D. R. Horton, Inc. - Orlando Division Profit Sharing Plan as of December 31, 1991, and take, or cause to be taken, any and all actions necessary to effectuate such terminations and to distribute the benefits accrued thereunder to the participants in each plan.

9. Conditions Precedent. (a) The obligations of each of the parties hereto to consummate the transactions contemplated in this Merger Agreement shall be subject to the following conditions:

(i) On or before the Effective Time, all necessary corporate actions, including Board of Directors and shareholders approvals, shall have been taken and obtained;

(ii) Each of the parties hereto shall have fully performed and complied with all covenants, agreements and conditions set forth herein to be performed or complied with by such party at or prior to the Effective Time; and

(iii) At the Effective Time, there shall not have been instituted or be pending or threatened any suit, action or other proceeding by any natural person, firm, corporation, partnership, association, governmental body or other entity seeking to restrain, prohibit or collect damages or seek an accounting as a result of any of the transactions contemplated by the Merger Agreement, other than actions taken or threatened to perfect dissenters' rights.

(b) In addition to the conditions set forth in subparagraph (a), the obligations of the Delaware Company to consummate the transactions contemplated in this Merger Agreement shall be subject to the following conditions:

(i) At or before the Effective Time, Florida Company shall have obtained all licenses, permits, certifications, consents, authorizations and approvals, including without limitation those of lenders and landlords deemed necessary or advisable by Delaware Company;

(ii) Each shareholder of Florida Company shall have completed, executed and delivered to Delaware Company a shareholder's questionnaire and general release, each in a form acceptable to Delaware Company, before the Effective Time; and

(iii) The general manager of the Florida Company and such other employees of the Florida Company as the Delaware Company shall select shall each have executed and delivered a Non-Competition Agreement in a form acceptable to the Delaware Company before the Effective Time.

10. Abandonment. At any time before the Effective Time, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either Florida Company or Delaware Company or both, notwithstanding approval of this Merger Agreement by the shareholders of either company. In the event of any termination of this Agreement and abandonment of the Merger as contemplated herein, Florida Company and Delaware Company shall have no obligation or liability to each other, except that nothing herein and no termination pursuant hereto shall relieve any party from liability for any breach of this Agreement.

11. Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Florida Company and Delaware Company, is hereby executed on behalf of each of said corporations by their respective officers thereunto duly authorized.

SEAL

D. R. HORTON, INC.
A Delaware corporation

By: *D. R. Horton*
Donald R. Horton
President

ATTESTED:

Alan Jacobs
Secretary

By: *Alan Jacobs*
Alan Jacobs
Secretary

SEAL

D. R. HORTON, INC. -
ORLANDO DIVISION
A Florida corporation

By: *D. R. Horton*
Donald R. Horton
President

ATTESTED:

Martha E. Horton
Secretary

By: *Martha E. Horton*
Martha E. Horton
Secretary

FILED
ES1 DEC 19 PM 1:38
SECRET
FALL

AMENDMENT NO. 1

TO

PLAN OF REORGANIZATION AND AGREEMENT OF MERGER

This AMENDMENT NO. 1 TO PLAN OF REORGANIZATION AND AGREEMENT OF MERGER (hereinafter called "Amendment No. 1") is made as of November 5, 1991, by and between D. R. HORTON, INC., a Delaware corporation (hereinafter called the "Delaware Company") and D. R. HORTON, INC. - ORLANDO DIVISION, a Florida corporation (hereinafter called the "Florida Company").

W I T N E S S E T H:

WHEREAS, the Delaware Company and the Florida Company did enter into that certain Plan of Reorganization and Agreement of Merger, dated October 29, 1991 (the "Merger Agreement");

WHEREAS, the Delaware Company did subsequently enter into a Plan of Reorganization and Agreement of Merger with D. R. Horton, Inc. - Phoenix Division (the "Phoenix Company"); and

WHEREAS, the parties hereto desire to amend the Merger Agreement for the purpose of adding the Phoenix Company as an Affiliated Company, as defined in the Merger Agreement;

NOW, THEREFORE, in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. The second recital in the Merger Agreement shall be amended to include the name of the Phoenix Company among the other companies enumerated therein and defined as an "Affiliated Company" or collectively the "Affiliated Companies."
2. The Phoenix Company shall be treated and included as an Affiliated Company for all purposes and intents of the Merger Agreement.
3. Except as otherwise set forth in this Amendment No. 1, all of the terms, conditions and other provisions of the Merger Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment No. 1 is hereby executed on behalf of each of the parties by their respective officers thereunto duly authorized.

D. R. HORTON, INC.
A Delaware corporation

SEAL

By *D.R. Horton*
Donald R. Horton
President

ATTESTED:

Alan Jacobs
Secretary

By *Alan Jacobs*
Alan Jacobs
Secretary

D. R. HORTON, INC. - ORLANDO DIVISION
A Florida Corporation

SEAL

By *D.R. Horton*
Donald R. Horton
President

ATTESTED:

Marta E. Horton
Secretary

By *Marta E. Horton*
Marta E. Horton
Secretary

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

FEB 26 1992

FILED
CORPORATIONS
TALLAHASSEE
FEB 26 1992

APPROVED
SEC. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FLA.
FILED

CORPORATION
ANNUAL REPORT
1992



FLORIDA DEPARTMENT OF STATE
Jan Smith
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE \$61.75 Make Payable To: Secretary of State

1. Name and Mailing Address of Corporation: **DOCUMENT # P36059 (4)**
D. R. HORTON, INC.
2221 EAST LAMAR BLVD.
ARLINGTON TX 76006-7414

2. If Address in Block 1 is incorrect in any way, the filer may incur additional information and enter the correct address in Block 2. Block 2 is acceptable. The NAME of the Corporation must be printed on the filing statement.
21 Mailing Address
22 P.O. Box No.
23 City and State
24 Zip Code
3. Date Corporation or Qualified To Do Business in Florida: **10/24/1991**

If above address is incorrect in any way, line through the incorrect information and enter correct address in Block 2

3a. Date of Last Report
4. FEI Number: **75-2386983**
FEI Number Applied For
FEI Number Not Applicable
5. **SO TO**
CERTIFICATE OF STATUS DESIRED

6. Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information)

1 Title	2 Names of Officers and Directors	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State
P/C/D	HORTON, DONALD R.	2221 E. LAMAR BLVD., #950	ARLINGTON, TX
V/S/D	JACOBS, ALAN	2221 E. LAMAR BLVD., #950	ARLINGTON, TX
V/T/D	KELLER, DAVID J.	2221 E. LAMAR BLVD., #950	ARLINGTON, TX

REGISTERED AGENT INFORMATION
7. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
8751 WEST BROWARD BLVD.
PLANTATION, FL 33324

8. Name and Address of New Registered Agent
81 Name: **C T CORPORATION SYSTEM**
82 Street Address (Do NOT Use P.O. Box Numbers): **1200 S. PINE ISLAND RD.**
83 Street Address (Do NOT Use P.O. Box Numbers)
84 City: **PLANTATION** FL 85 Zip Code: **33324**

9. Pursuant to the provisions of Sections 607.0402 and 607.1504 or Sections 607.1502 and 607.1501, the undersigned, as authorized representative of the corporation, hereby certifies that the purpose of changing its registered office or registered agent or both in the State of Florida is to change its principal office or principal place of business, and that the undersigned is not changing its registered agent in violation of and as required by the provisions of Sections 607.1502 and 607.1501.
SIGNATURE: _____
Registered Agent Accepting Appointment: _____

10. This corporation has liability for intangible tax under S. 199.032, Florida Statutes. Yes No (See instructions for intangible tax liability.)

11. I hereby certify that the information indicated on this annual report is true and correct and that the filer is not aware of any information that would cause the corporation to be delinquent in its filing obligations under the provisions of the Florida Statutes.
SIGNATURE *Alan Jacobs* **2/12/92**
Executive Vice President and Secretary
Phone Number: (817) 640-8200

12. Should you wish to contribute to the Election Campaign Financing Trust Fund, check the box and include an additional \$5.00 to the filing fee

1992031191

V/ Willis D. Horton 2434 Hwy 120, Duluth, GA
V/ Allen Henney 2300 Henderson Mill Road, Atlanta, GA
V/ Scott Stone 8430 University Park Executive Dr., Charlotte, N.C.
V/ Terrill J. Horton 2505 N. Hwy. 360, Arlington, TX
V/ Eutaw Horton 2505 N. Hwy. 360, Arlington, TX
V/ Richard L. Horton 310 E. I-30, Garland, TX

V/ Donald J. Tomnitz 2000 Bering Drive, Houston, TX
V/ David Auld 130 University Park, Winter Park, FL
V/ William Peck 4500 S. Lakeshore, Tempe, AZ
V/ John Schlichenmaier 7700 Leesburg Pike, Falls Church, VA
V/ Robert J. Richter 7700 Leesburg Pike, Falls Church, VA
V/ Stephen Beeson 401 Harrison Oaks Blvd., Cary, N.C.
V/ Duncan McArthur 25 E. Huntington Dr., Arcadia, CA

File Now. Filing Fee after May 1 is \$888.00

**CORPORATION
ANNUAL REPORT
1993**



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ARLINGTON, TX, TEXAS
FILED

1. Name and Mailing Address (if Corporation) **DOCUMENT # P38069 (4)**
D. R. MORTON, INC.
2221 E. LAMAR BLVD.
ARLINGTON TX 76006-7414

DO NOT WRITE IN THIS SPACE

3. Date of Incorporation (Corporate) **10/24/1991** 3a. Date of Last Report **02/24/1992**

4. FEI Number **752388963** 5. Accounting Not Applicable

6. FILING FEE **\$300.00** ANNUAL REPORT \$81.25 + \$138.75 CORPORATION SUPPLEMENTAL FEE
MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

2. Mailing Address 2a. Principle Place of Business
21 **1901 Ascension Blvd.** 26
22 **Suite 100** 27
23 **City & State** 28
24 **Zip** 25 **Country** 29 **Zip** 30 **Country**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
7. Nonprofit with IRC 501(c)(3) Tax Exempt Status **\$138.75 Supplemental Fee Not Required**
8. This corporation has liability for intangible tax under S 190.001 Florida Statutes **\$18.69**

8. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 85 State **FL** 86 Country

11. Pursuant to the provisions of Sections 607.0602 and 607.1508 or Sections 617.0502 and 617.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent, I am familiar with, and accept the obligations of Sections 607.1501, Florida Statutes.

SIGNATURE _____ DATE _____
Registered Agent, Secretary, or Director

12. OFFICERS AND DIRECTORS	
11 TITLE	P/C/D
12 NAME	MORTON, DONALD R.
13 ADDRESS	2221 E. LAMAR BLVD., 76006
14 CITY, ST, ZIP	ARLINGTON TX
21 TITLE	V/D
22 NAME	JACOBO, ALAN
23 ADDRESS	2221 E. LAMAR BLVD., 76006
24 CITY, ST, ZIP	ARLINGTON TX
31 TITLE	V/T/D
32 NAME	KELLER, DAVID J.
33 ADDRESS	2221 E. LAMAR BLVD., 76006
34 CITY, ST, ZIP	ARLINGTON TX
41 TITLE	V
42 NAME	MORTON, WILLIS
43 ADDRESS	2434 HWY 120
44 CITY, ST, ZIP	DALUTH, GA
51 TITLE	V
52 NAME	HENNEY, ALLEN
53 ADDRESS	2300 HENDERSON HILL ROAD
54 CITY, ST, ZIP	ATLANTA GA
61 TITLE	V
62 NAME	STONE, SCOTT
63 ADDRESS	8400 LINDSEY PK. #100-02
64 CITY, ST, ZIP	OHARE OHIO 45229

13. OFFICERS AND DIRECTORS CHANGES	
11 TITLE	
12 NAME	
13 ADDRESS	1901 Ascension Blvd., Suite 100
14 CITY, ST, ZIP	Arlington, TX 76006
21 TITLE	AS/
22 NAME	John M. Saganich
23 ADDRESS	1901 Ascension Blvd., Suite 100
24 CITY, ST, ZIP	Arlington, TX 76006
31 TITLE	
32 NAME	
33 ADDRESS	1901 Ascension Blvd., Suite 100
34 CITY, ST, ZIP	Arlington, TX 76006
41 TITLE	
42 NAME	
43 ADDRESS	
44 CITY, ST, ZIP	
51 TITLE	
52 NAME	
53 ADDRESS	
54 CITY, ST, ZIP	
61 TITLE	V/D
62 NAME	
63 ADDRESS	8520 E Kemper Rd., Suite 3
64 CITY, ST, ZIP	Cincinnati, OH 45249

14. I certify that the information indicated on this annual report or supplemental annual report is true and correct to the best of my knowledge and belief, and that my name appears in Florida Statutes, and that my name appears in Florida Statutes, and that my name appears in Florida Statutes.

SIGNATURE *John M. Saganich* DATE April 26, 1993
Print Type Name of Signing Officer or Director **John M. Saganich** Assistant Secretary
Digital Signature (817) 856-8200

D.R. HORTON, INC.

V/	Richard Beckwitt	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/D	Terrill J. Horton	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/	Eutaw Horton	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/D	Richard L. Horton	310 E. I-30, Suite 220-A Garland, Texas 75043
V/	Donald J. Toanitz	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/	David Auld	130 University Park, Suite 290 Winter Park, Florida 32792
V/	William Peck	4500 S. Lakeshore, Suite 415 Tempe, Arizona 85282
V/	John W. Schlichenmaier	2000 Bering Dr., Suite 830 Houston, Texas 77057
V/	Robert J. Richter	7700 Leesburg Pike, Suite 434 Falls Church, Virginia 22043
V/	Stephen Beeson	401 Harrison Oaks Blvd., Suite 128 Cary, North Carolina 27513
V/	Gordon D. Jones	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/	Jack Ogden	215 Queens Road, Suite 200 Charlotte, North Carolina 28240
V/	Joseph M. Dulla	5999 New Wilke Rd., Suite 306 Rolling Meadows, Illinois 60008
V/	William McCrabb, III	10100 W Sample Road, Suite 313, Coral Springs, Florida 33065
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