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May 19 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38053 (5)
 1. Corporation Name:
UDC HOMES, INC.



Principal Place of Business 4965 LE CHALET BOULEVARD BOYNTON BEACH FL 33436 US	Mailing Address 4812 S. MILL AVENUE TEMPE AZ 85282-6730 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 6710 N. Scottsdale Road 27 Suite, Apt. #, etc. 28 City & State 29 Zip 30 Country	3. Date Incorporated or Qualified 03/25/1992	3a. Date of Last Report 05/01/1996	4. FEI Number 86-0702254	Applied For ☐ Not Applicable
		5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees	
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No			

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CDP ☒ DELETE BROWN, DREW M 4201 N. 24TH ST., STE. 120 PHOENIX AZ 85016	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	D/C ☒ Change ☐ Addition Drew M. Brown 4201 N. 24th Street, Suite 120 Phoenix, AZ 85016
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S ☒ DELETE COLTIN, ROBERT E 4812 S. MILL AVENUE TEMPE AZ 85282	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	☐ Change ☒ Addition D Gadi Kaufmann 11111 Santa Monica Blvd., Suite 1800 Los Angeles, CA 90025
TITLE NAME STREET ADDRESS CITY - ST - ZIP	ECFO ☒ DELETE LAZARD, JACQUES C 4812 S. MILL AVENUE TEMPE AZ 85282	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	☐ Change ☒ Addition D James L. McCabe 2002 Renaissance Blvd., Suite 230 King of Prussia, PA 19405
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D ☐ DELETE DORRANCE, BENNETT 4201 N. 24TH ST., STE. 120 PHOENIX AZ 85016	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	☐ Change ☒ Addition D Thomas H. Nolan, Jr. 225 Franklin St., 25th Floor Boston, MA 02110-2803
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D ☐ DELETE SKLAR, MARK N 4201 N. 24TH ST., STE. 120 PHOENIX AZ 85016	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	☐ Change ☒ Addition D Joseph Azrack 225 Franklin St., 25th Floor Boston, MA 02110-2803
TITLE NAME STREET ADDRESS CITY - ST - ZIP	EV ☒ DELETE HAARER, GARY D 4812 S. MILL AVENUE TEMPE AZ 85282	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	☐ Change ☒ Addition D/P/CEO Garth R. Wieger 6710 N. Scottsdale Road Scottsdale, AZ 85253-4424

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **SIGNATURE REQUIRED** **April 30, 1997** **(602)627-3000**

CR2E034 (9/96)

ATTACHMENT TO PROFIT CORPORATION ANNUAL REPORT/UDC HOMES,
INC./Document #P38053

13. ADDITIONS TO OFFICERS AND DIRECTORS IN 12 (Except for those holding the office of Assistant Vice President or Assistant Secretary only)

**Senior Executive Vice President and Chief Financial Officer
and Treasurer**

Kenda B. Gonzales
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Senior Executive Vice President and Secretary

James J. Grogan
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Executive Vice President and Chief Information Officer

Jay D. Johnson
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President and Division President (Southern California)

William R. Rattazzi
UDC Homes, Inc.
110 N. Lincoln Avenue, Suite 200
Corona, CA 91720

Vice President and Division President (San Diego)

Jon B. Werner
UDC Homes, Inc.
438 Camino Del Rio South, Suite 112B
San Diego, CA 92108

Vice President and Division President (Arizona)

Kathleen R. Wade
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President and Division President (Active Adult)

Robert D. McLaughlin
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President

Robert M. Cross
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President

Joseph C. Mulac
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President

Timothy C. Little
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President

Dennis M. Ferdig
UDC Homes, Inc.
438 Camino Del Rio South, Suite 112B
San Diego, CA 92108

Vice President

Dean Bloxom
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President

Scott D. Kelly
UDC Homes, Inc.
438 Camino Del Rio South, Suite 112B
San Diego, CA 92108

Vice President

Steven M. Rowland
UDC Homes, Inc.
110 N. Lincoln Avenue, Suite 200
Corona, CA 91720

Vice President

David A. Lopez
UDC Homes, Inc.
110 N. Lincoln Avenue, Suite 200
Corona, CA 91720

Vice President

Darrell E. Bolognesi
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President

John F. Lockett
UDC Homes, Inc.
6710 N. Scottsdale Road
Scottsdale, AZ 85253-4424

Vice President

Scott E. Woodward
UDC Homes, Inc.
110 N. Lincoln Avenue, Suite 200
Corona, CA 91720

Vice President

Stuart A. Eigler
UDC Homes, Inc.
110 N. Lincoln Avenue, Suite 200
Corona, CA 91720