



THE UNITED STATES  
CORPORATION  
COMPANY

F98000000249

ACCOUNT NO. : 072100000032

REFERENCE : 668432 4807564

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 14, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 668432-010

CUSTOMER NO: 4807564

CUSTOMER: Patty K. Strauss, Legal Asst  
Del Webb Corporation  
6001 N. 24th Street

Phoenix, AZ 85016

100002401121-4  
-01/15/98-01017-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FOREIGN FILINGS

NAME: DEL WEBB'S SPRUCE CREEK  
COMMUNITIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN 15 AM 11:41

RECEIVED  
98 JAN 15 AM 10:48  
DIVISION OF CORPORATIONS

**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.*

1. Del Webb's Spruce Creek Communities, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Arizona 3. 86-0843862  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9-23-96 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1-14-98  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6001 North 24th Street  
Phoenix, AZ 85016  
(Current mailing address)
8. Real estate acquisitions and development  
(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 or Mail Drop Box NOT acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip code)

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**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.*

  
(Registered agent's signature)

Mark A. Shelton, Assistant Vice President

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

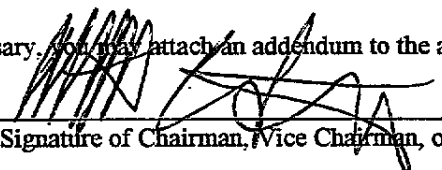
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robertson C. Jones, Vice President  
(Typed or printed name and capacity of person signing application)

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**DEL WEBB'S SPRUCE CREEK COMMUNITIES, INC.**  
(an Arizona corporation)

**ARTICLES OF INCORPORATION:** Filed September 23, 1996

**AMENDMENTS TO ARTICLES:** Filed January 13, 1998. Changed name from Bellasera Home Construction Co. to Del Webb's Spruce Creek Communities, Inc.

**DIRECTORS AND OFFICERS** 6001 North 24th Street, Phoenix, AZ 85016

**DATE ELECTED**

* John A. Spencer	President	01-09-98 (*09-23-96)
* Robertson C. Jones	Vice President	12-18-96 (*01-09-98)
* Anne L. Mariucci	Director	(*09-23-96)
David E. Rau	Vice President	12-18-96
Donald V. Mickus	Vice President and Treasurer	12-18-96
Philip H. Darrow	Secretary	01-09-98
Andrew G. Miller	Assistant Secretary	01-09-98
Mary S. Alexander	Assistant Secretary	12-18-96
C. Patrick Dempsey	Assistant Treasurer	12-18-96

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\* Also Director

**CAPITAL STOCK:**

**Authorized:** 1,000 shares; .001 par value

**Issued and Outstanding:**

<u>Certificate</u>	<u>Shares</u>	<u>Date</u>	<u>Issued To</u>
#1	1,000		Del Webb Corporation

**PRESENT STATUS:** Acquisition and development of Spruce Creek community in Florida.

**BUSINESS QUALIFICATIONS**

Arizona

**STATUTORY AGENT**

Philip H. Darrow

**FISCAL YEAR:** June 30th

**EIN#:** 86-0843862

# STATE OF ARIZONA



Office of the  
**CORPORATION COMMISSION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN 15 AM 11:4

*To all to whom these presents shall come, greeting:*

*I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that*

**\*\*\*DEL WEBB'S SPRUCE CREEK COMMUNITIES, INC.\*\*\***

*a domestic corporation organized under the laws of the state of Arizona, did incorporate on September 23, 1996.*

*I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.*

*IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed the official seal  
of the Arizona Corporation Commission.  
Done at Phoenix, the Capitol, this  
14th day of January, 1998, A. D.*



*Jack Rose*  
Executive Secretary

BY:

*Susan Porter*