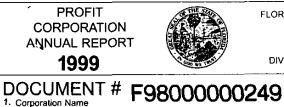
FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT CORPORATION ANNUAL REPORT 1999

1. Corporation Name



DEL WEBB'S SPRUCE CREEK COMMUNITIES, INC.

Secretary of State **DIVISION OF CORPORATIONS**

FILED May 11, 1999 8:00 am Secretary of State FLORIDA DEPARTMENT OF STATE **Katherine Harris**

05-11-1999 90044 031 ***150.00

|--|

Principal Place	e of Business	Mailing Address			f inditing aren inter super anner anter mater untr) BRill GBHS III	6)1 61816 1811 1861
6001 NORTH 24	NH STREET	6001 NORTH 207H STREET PHOENIX 02 85016					
PHOENIX AZ 85	016			DO NOT WRITE IN THIS SPACE			
•					3. Date Incorporated or Qualifed		
					01/15/1998		
2. Principal Pl	ace of Business	2a. Mailing Address	<u> </u>	1	4 FEI Number		Applied For
11 850	1 SE140 LN RD	26 SAME AS P	4 6	OF BU	S 86-0843862		Not Applicable
Suite, Apt.	#, etc.	Suite, Apt. #, etc.			5. Certifcate of Status Desired		5 Additional
22		27					Required
City & State	611 51	City & State		6. Election Campaign Financing		May Be	
$23 \mathcal{S}um$	mortield, FC	Zip Country		Trust Fund Contribution		d to rees	
Zip 24 344	a) [//c A	29 30	ouriu y		This corporation owes the current year le Personal Property Tax.	Yes	□No
4 5 74	9. Name and Address of Current				10. Name and Address of New Registered	<u></u>	
	The real state of the state of	tugictu.	81	Name			
COR	PORATION SERVICE COMPANY		L.	C4==+ A d	deser (D.O. Deu Niverbar in Not Associable)		
1201	HAYS STREET		82	Street Add	dress (P.O. Box Number is Not Acceptable)		
TALL.	AHASSEE FL 32301-2525		83				
				City		05 7	ip Code
			84	City	<i>.</i> FI	L 85 Zi	p code
11. Pursuant t	to the provisions of Sections 607.0502	and 607.1508, Florida Statutes, the	above	e-named cor	poration submits this statement for the purpose of	of changing	its registered
office or re agent, I ar	egistered agent, or both, in the State of m familiar with, and accept the obligation	ns of, Section 607.0505, Florida Si	tea by tatutes	the corporal	tion's board of directors. I hereby accept the appe	JIIIIIIIIIIIIII as	registered
SIGNATURE							
	Signature, typed or printed name of registered agent a			nt signature requi	red when reinstating) DATE ADDITIONS/CHANGES TO OFFICERS A	ND DIPEC	TOPS IN 12
12.	OFFICERS AND	51120.01.0	3.		ADDITIONS/CHANGES TO OFFICERS A	Chang	
TITLE	PD COENCED ION A		NAME			/	' -
NAME	SPENCER, JON A 6001 NORTH 24TH STREET			T ADDRESS	•		
STREET ADDRESS	PHOENIX AZ 85016		CITY-S		Please see Attached List		
CITY-ST-ZIP TITLE	DV		TITLE		17-000 - 5-00 -	Chang	e Addition
NAME	JONES, ROBERTSON C	2.3	NAME				
STREET ADDRESS	6001 NORTH 24TH STREET	2.3	STREET	ADDRESS			
CITY-ST-ZIP	PHOENIX AZ 85016	2.	4 CITY-S	T-ZIP			
TITLE	D	DELETE 3.	1 TITLE			Chang	ge 🗌 Addition
NAME	MARIUCCI, ANNE L	3.3	2 NAME				
STREET ADDRESS	6001 NORTH 24TH STREET	3.3	STREET	r address			
CITY-ST-ZIP	PHOENIX AZ 85016		4. CITY-S	T-ZIP			
TITLE	V	- .	TITLE			☐ Chang	ge
NAME	RAU, DAVID E		2 NAME				}
STREET ADDRESS	6001 NORTH 24TH STREET			ADDRESS			İ
CITY-ST-ZIP	PHOENIX AZ 85016		CITY-S	T-ZIP		☐ Chanç	ge Addition
TITLE	VT		1 TITLE 2 NAME				,- [],,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
NAME	MICKUS, DONALD V			T ADDRESS			ļ
STREET ADDRESS	6001 NORTH 24TH STREET		4 CITY-S	ļ			į
CITY-ST-ZIP TITLE	PHOENIX AZ 85016		TITLE			Chang	ge Addition
NAME	S DARROWAL PHILIP H		2 NAME	ŀ			
	DARROW, PHILIP H			ADDRESS			
STREET ADDRESS	6001 NORTH 24TH STREET	I ***					

CITY-ST-ZIP PHOENIX AZ 85016 14. I 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 of the officer or director of the corporation Block 12 or Block 13 if changed

SIGNATURE:

DEL WEBB'S SPRUCE CREEK COMMUNITIES, INC.

(an Arizona corporation)

DIRE	DATE ELECTED		
*	LeRoy C. Hanneman, Jr.	President	01-15-98 (*01-14-98)
*	John A. Spencer	Vice President	01-15-98 (*09-23-96)
*	Robertson C. Jones	Vice President	12-18-96 (*01-09-98)
	David E. Rau	Vice President	12-18-96
	Donald V. Mickus	Vice President & Treasurer	12-18-96
	Mary S. Alexander	Vice President & Assistant Secretary	01-15-98 (12-18-96)
	Christopher S. Haines	Vice President	03-02-98
	Philip H. Darrow	Secretary	01-09-98
	Andrew G. Miller	Assistant Secretary	01-09-98
	C. Patrick Dempsey	Assistant Treasurer	12-18-96
	Beth Jo Zeitzer	Assistant Secretary	01-16-98
	Darrell C. Sherman	Assistant Secretary	01-16-98
	Brian D. Hegardt	Assistant Secretary	10-12-98

^{*} Also Director

Spruce Creek 8501 SE 140th Lane Road, Summerfield, Florida 34491

Jay A. Thompson	Sr. Vice President & General Manager	01-16-98
Joseph E. Sholes	Vice President Sales & Marketing	04-01-98
James E. Ayers II	Vice President Land Development	03-23-98
John J. Bauer	Vice President Construction	05-04-98
John Ragan	Assistant Secretary	06-30-98