

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

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90044 031 ***150.00

DOCUMENT # F98000000249

1. Corporation Name

DEL WEBB'S SPRUCE CREEK COMMUNITIES, INC.

Principal Place of Business

6001 NORTH 24TH STREET
PHOENIX AZ 85016

Mailing Address

6001 NORTH 24TH STREET
PHOENIX AZ 85016

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/15/1998

4. FEI Number

86-0843862

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 owes the current year Intangible
Personal Property Tax.

Yes

No

2. Principal Place of Business

2a. Mailing Address

21 8501 SE 140th LN RD
Suite, Apt. #, etc.

26 SAME AS PL OF BUS
Suite, Apt. #, etc.

City & State

23 Summerfield, FL

City & State

28

Zip

24 34491

Country

25 USA

Zip

29

Country

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12.

OFFICERS AND DIRECTORS

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD ☐ DELETE

NAME SPENCER, JON A
STREET ADDRESS 6001 NORTH 24TH STREET
CITY-ST-ZIP PHOENIX AZ 85016

1.1 TITLE ☒ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

Please see Attached List

TITLE DV ☐ DELETE

NAME JONES, ROBERTSON C
STREET ADDRESS 6001 NORTH 24TH STREET
CITY-ST-ZIP PHOENIX AZ 85016

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

TITLE D ☐ DELETE

NAME MARIUCCI, ANNE L
STREET ADDRESS 6001 NORTH 24TH STREET
CITY-ST-ZIP PHOENIX AZ 85016

3.1 TITLE ☐ Change ☐ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

TITLE V ☐ DELETE

NAME RAU, DAVID E
STREET ADDRESS 6001 NORTH 24TH STREET
CITY-ST-ZIP PHOENIX AZ 85016

4.1 TITLE ☐ Change ☐ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

TITLE VT ☐ DELETE

NAME MICKUS, DONALD V
STREET ADDRESS 6001 NORTH 24TH STREET
CITY-ST-ZIP PHOENIX AZ 85016

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

TITLE S ☐ DELETE

NAME DARROW, PHILIP H
STREET ADDRESS 6001 NORTH 24TH STREET
CITY-ST-ZIP PHOENIX AZ 85016

6.1 TITLE ☐ Change ☐ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

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 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/26/99

Date

602-808-8000

Daytime Phone #

CR2E034 (1/98)

545513-40044-31
F98000000249

DEL WEBB'S SPRUCE CREEK COMMUNITIES, INC.

(an Arizona corporation)

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

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