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FILED
May 13 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 592142 (4)
1. Corporation Name
FLEETWOOD HOLIDAYS, INC.



Principal Place of Business
C/O FLEETWOOD ENTERPRISES INC
3125 MYERS ST. PO BOX 7638
RIVERSIDE CA 92513-4638

Mailing Address
C/O FLEETWOOD ENTERPRISES INC
3125 MYERS ST. PO BOX 7638
RIVERSIDE CA 92513-4638

DO NOT WRITE IN THIS SPACE

| | | | | | |
|---|--|--|--|---|--|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country | | 3. Date Incorporated or Qualified 11/02/1978 | |
| 21 | | 26 | | 4. FEI Number 95-3406951 | |
| 22 | | 27 | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 23 | | 28 | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 24 | | 29 | | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| 9. 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 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 | C | <input checked="" type="checkbox"/> DELETE | | 1.1 TITLE | C/CEO | <input checked="" type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | CREAN, JOHN C | | | 1.2 NAME | KUMMER, GLENN F. | | |
| STREET ADDRESS | 3125 MYERS ST, BOX 7638 | | | 1.3 STREET ADDRESS | 3125 MYERS ST | | |
| CITY-ST-ZIP | RIVERSIDE, CA 00000 | | | 1.4 CITY-ST-ZIP | RIVERSIDE CA 92503 | | |
| TITLE | P | <input type="checkbox"/> DELETE | | 2.1 TITLE | P/COO/D | <input type="checkbox"/> Change | <input checked="" type="checkbox"/> Addition |
| NAME | KUMMER, GLENN F | | | 2.2 NAME | POTTER, NELSON W. | | |
| STREET ADDRESS | 3125 MYERS ST, BOX 7638 | | | 2.3 STREET ADDRESS | 3125 MYERS ST | | |
| CITY-ST-ZIP | RIVERSIDE, CA 00000 | | | 2.4 CITY-ST-ZIP | RIVERSIDE CA 92503 | | |
| TITLE | CV | <input type="checkbox"/> DELETE | | 3.1 TITLE | V/AS/D | <input checked="" type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | BINGHAM, PAUL M | | | 3.2 NAME | BINGHAM, PAUL M. | | |
| STREET ADDRESS | 3125 MYERS ST, BOX 7638 | | | 3.3 STREET ADDRESS | 3125 MYERS ST | | |
| CITY-ST-ZIP | RIVERSIDE, CA 00000 | | | 3.4 CITY-ST-ZIP | RIVERSIDE CA 92503 | | |
| TITLE | VS | <input type="checkbox"/> DELETE | | 4.1 TITLE | V/S/D | <input checked="" type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | LEAR, WILLIAM H. | | | 4.2 NAME | LEAR, WILLIAM H. | | |
| STREET ADDRESS | 3125 MYERS ST, BOX 7638 | | | 4.3 STREET ADDRESS | 3125 MYERS ST | | |
| CITY-ST-ZIP | RIVERSIDE, CA 00000 | | | 4.4 CITY-ST-ZIP | RIVERSIDE CA 92503 | | |
| TITLE | TAS | <input type="checkbox"/> DELETE | | 5.1 TITLE | | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | LARKIN, LYLE N. | | | 5.2 NAME | | | |
| STREET ADDRESS | 3125 MYERS ST, BOX 7638 | | | 5.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | RIVERSIDE, CA 00000 | | | 5.4 CITY-ST-ZIP | | | |
| TITLE | | <input type="checkbox"/> DELETE | | 6.1 TITLE | | <input type="checkbox"/> Change | <input type="checkbox"/> Addition |
| NAME | | | | 6.2 NAME | | | |
| STREET ADDRESS | | | | 6.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | | | | 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.

SIGNATURE: [Signature]

CR2E034 (10/97)

**OFFICERS AND DIRECTORS
OF
FLEETWOOD HOLIDAYS, INC.**

| | |
|------------------|--|
| Glenn F. Kummer | Chairman of the Board and Chief Executive Officer |
| Nelson W. Potter | President- Chief Operating Officer and Director |
| Jon A. Nord | Senior Vice President - Housing Group |
| Elden L. Smith | Senior Vice President - RV Group |
| Paul M. Bingham | Senior Vice President - Finance and Assistant Secretary and Director |
| William H. Lear | Vice President - General Counsel and Secretary and Director |
| Robert W. Graham | Vice President - Administration |
| Lyle N. Larkin | Treasurer and Assistant Secretary |

**ALL CORRESPONDENCE DIRECTED TO ANY OF THE
ABOVE SHOULD BE ADDRESSED AS FOLLOWS:**

**P. O. BOX 7638
RIVERSIDE, CA 92513-7638**

1/13/98