

Document Number Only

1395000000084

RECEIVED
95 MAR 10 AM 11:45
DIVISION OF CORPORATION

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, ste. 200
Address
Tallahassee, FL 32301 (904) 656-8298
City State Zip Phone

700001426757
-03/10/95--01070--020
*****87.50 *****87.50.

CORPORATION(S) NAME

American Priority Mortgage Company,
Limited Partnership

FILED STATE
SECRETARY OF CORPORATIONS
95 MAR 10 PM 1:20

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of H.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3/10/95
3:00

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

CH2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. American Priority Mortgage Company, Limited Partnership
(Name of limited partnership as it is in the home state;

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Texas 4. May 16, 1994
(State of Formation) (Date of Formation)

5. CT CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

CT CORPORATION SYSTEM

M.E. JONES
(Officer must sign on this line)

M.E. JONES, ASSISTANT SECRETARY

(Type Name and Title of Officer)

8. 350 N. St. Paul, Suite 2900, Dallas, Texas 75201
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

CTX Mortgage Ventures Corporation

3333 Lee Parkway, Dallas, TX 75219

F95000001162

10. 3333 Lee Parkway, Dallas, Texas 75219

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 1300 Post Oak Blvd., Suite 1000, Houston, TX 77056

(Mailing Address of Limited Partnership)

This 23rd day of January, 19 95.

CTX Mortgage Ventures Corporation;
General Partner

Rick J. Carothers vs.

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 23rd day of January, 19 95, by Rick J. Carothers, Vice President (Name of General Partner) of CTX Mortgage Ventures Corporation, General Partner of American Priority Mortgage Company, L.P.

(Name of Limited Partnership), A Texas (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Betty Newman

Notary Public

State of Texas at Large

My Commission Expires:

May 14, 1996

(SEAL)



FILED STATE'S
SECRETARY OF CORPORATIONS
95 JAN 10 PM 1:20

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Rick J. Carothers, Vice President of CTX Mortgage Ventures Corporation, a general partner of American Priority Mortgage Company, Limited Partnership, a (Sh) Partnership, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

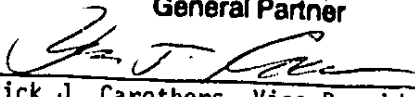
1. The amount of capital contributions of the limited partners is \$ 99,980.00 (initially contributed at formation)
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

This 2nd day of February, 1995

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

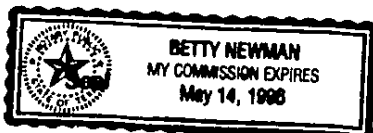
General Partner



Rick J. Carothers, Vice President of CTX Mortgage Ventures Corporation

STATE OF Texas
COUNTY OF Dallas
DATE February 2, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Rick Carothers, VP of CTX Mortgage Ventures Corporation (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of February, 1995.




Notary Public

State of Texas at Large
My Commission Expires: May 14, 1996

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Matheny
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN -2 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000084

AMERICAN PRIORITY MORTGAGE COMPANY, LIMITED
PARTNERSHIP

96-AF
CAJ

Mailing Address

1300 POST OAK BLVD., SUITE 1000
HOUSTON TX 77056

Principal Office Address

330 N. ST. PAUL, SUITE 2100
DALLAS TX 75201

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA 03/10/1995

3a. Date of Last Report

4. State or Country of Formation
TX

5a. Capital Contributions as Shown
on Record \$0.00

5b. Amount of Capital Contributions in
FLORIDA to date -0-

6. FEI Number
75-2537741

Applied For 7. CERTIFICATE OF STATUS REQUIRED
Not Applicable \$0.00 Additional Fee required
for a Certificate of Status

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2. Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$181.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organizer, registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Number)

11b. City, State & Zip Code

11c. Registration/
Document Number

CTX MORTGAGE VENTURES CORP

3333 LEE PARKWAY

DALLAS TX 75219

F95000001162

8000001604558
-01/10/96--01086--011
***+191.25 ***+191.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k) Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this filing as required by chapter 620, Florida Statutes.

SIGNATURE *Richard C. Harvey*

DATE DECEMBER 22, 1995

Typed or Printed Name of General Partner Signing Form RICHARD C. HARVEY, OFFICER OF GENERAL PARTNER Telephone Number (214) 559-6500

PARTNER

0011620

CR2E003 (6/95)



THE UNITED STATES
CORPORATION
COMPANY

B95000000084

ACCOUNT NO. : 072100000032

REFERENCE : 524494 4344517

AUTHORIZATION *Patricia T. Bryant*

COST LIMIT : \$ 35.00

ORDER DATE : September 10, 1997

ORDER TIME : 11:16 AM

ORDER NO. : 524494-135

CUSTOMER NO: 4344517

100002316471--7

CUSTOMER: Karen Joffrich, Corp Paralegal
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

CHANGE OF AGENT

NAME: AMERICAN PRIORITY MORTGAGE
COMPANY, L.P.

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT -9 PM 4:37

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

BK
10/9/97

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of TEXAS, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. AMERICAN PRIORITY MORTGAGE COMPANY, LIMITED PARTNERSHIP

Name of the limited partnership

2. 3/10/95

Date of filing/registration in Florida

3. B95000000084

Document number assigned

4. The name and address of the present registered agent and office:

C T CORPORATION SYSTEM

1200 SOUTH PINE ISLAND ROAD

PLANTATION, FL 33324

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

Such change was authorized by the general partners.

CTX MOR. . GE VENTURES CORPORATION,

Managing General Partner

Karen Joffrion

Signature of General Partner

Karen Joffrion, Asst. Secretary

10/7/97

Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, 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 obligation of my position as registered agent.

Corporation Service Company

By: Cecil K. Dole

Registered Agent signature

10-8-97

Date

Filing Fee: \$35.00

Division of Corporations

FILED
STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 4:38