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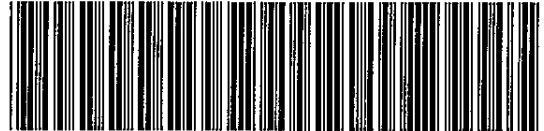
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November 4, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**  
Westfield Homes of Southwest Florida, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy - 2 sets

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC.  
(a Delaware corporation)**

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The undersigned, being the board of directors of Westfield Homes of Southwest Florida, Inc. (the "**Company**"), in accordance with the applicable provisions of General Corporation Law of Delaware ("**DCGL**"), hereby take the following actions and adopt the following recitals and resolutions:

WHEREAS, the Board deems it to be advisable and in the best interests of the Company and its sole stockholder to qualify the Company to do business in the State of Florida; and

WHEREAS, the Board deems it to be advisable and in the best interests of the Company and its sole stockholder that the Company will conduct business in the State of Florida under the name "**WF Southwest Florida Construction, Inc.**" due to the conflict of the Company's name with that of another company currently doing business in the State of Florida;

NOW, THEREFORE, BE IT RESOLVED, that the executive officers of the Company be, and each of them acting alone hereby is, authorized and empowered to cause the Company to qualify to do business in the State of Florida using the name "**WF Southwest Florida Construction, Inc.**"; and

RESOLVED, FURTHER, that the executive officers of the Company be, and they hereby are, authorized and empowered to execute and file with such governmental agencies or authorities such applications, certificates, documents and instruments as are necessary to qualify the Company to do business in the State of Florida.

**GENERAL AUTHORIZATION**

RESOLVED, FURTHER, that all actions heretofore taken by any officer or director of the Company in connection with or otherwise in contemplation of the transactions contemplated by any of the foregoing resolutions be, and the same hereby are ratified, confirmed and approved;

RESOLVED, FURTHER, that each of the executive officers of the Company is authorized and empowered on behalf of the Company and in its name to execute any applications, certificates, agreements, or any other instruments or documents or amendments or supplements thereto, or to do or to cause to be done any and all acts and things as such officers may in their discretion deem necessary or appropriate to carry out the purposes of the foregoing resolutions;

RESOLVED, FURTHER, that the executive officers of the Company be, and each of them hereby is, authorized on behalf and in the name of the Company to pay all costs and expenses in connection with the actions authorized herein;

RESOLVED FURTHER, that these resolutions and consent may be executed in any number of counterparts, each of which shall be an original and all of which shall constitute one and the same document;

RESOLVED FURTHER, that these resolutions and consent may be executed by facsimile and, upon such execution, shall have the same force and effect as an originally executed document.

This written consent shall be filed in the Minute Book of this Company and become a part of the records of this Company.

IN WITNESS WHEREOF, the undersigned have caused these recitals and resolutions to be executed and adopted effective as of October 31, 2002.



Stephen J. Scarborough

Michael C. Cortney



Andrew H. Parnes

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RESOLVED FURTHER, that these resolutions and consent may be executed in any number of counterparts, each of which shall be an original and all of which shall constitute one and the same document;

RESOLVED FURTHER, that these resolutions and consent may be executed by facsimile and, upon such execution, shall have the same force and effect as an originally executed document.

This written consent shall be filed in the Minute Book of this Company and become a part of the records of this Company.

IN WITNESS WHEREOF, the undersigned have caused these recitals and resolutions to be executed and adopted effective as of October 31, 2002.

\_\_\_\_\_  
Stephen J. Scarborough

Michael C. Cortney  
Michael C. Cortney

\_\_\_\_\_  
Andrew H. Parnes

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**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. Westfield Homes of Southwest Florida, 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. Delaware

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FEI number, if applicable)

4. September 6, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 569 Interstate Blvd., Sarasota, FL 34240

(Principal office address)

15326 Alton Parkway, Irvine, CA 92618

(Current mailing address)

8. Home building

(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

Florida 32301

(Zip code)

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.*

Alison Hand, asst secy 11/4/02  
(Registered agent's signature)

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.

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See Rider Attached

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

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

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

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

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

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

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

**B. OFFICERS**

President: See Rider 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. \_\_\_\_\_

Clay A. Halvorsen, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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**RIDER TO APPLICATION  
BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS  
IN FLORIDA**

**OFFICERS AND DIRECTORS  
OF  
WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC.**

**12. Names and business addresses of officers and/or directors:**

**A. DIRECTORS**

<u>Name</u>	<u>Address</u>
Stephen J. Scarborough	15326 Alton Parkway Irvine, CA 92618
Michael C. Cortney	15326 Alton Parkway Irvine, CA 92618
Andrew H. Parnes	15326 Alton Parkway Irvine, CA 92618

**B. OFFICERS**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert L. Siuda	President	569 Interstate Blvd. Sarasota, FL 34240
Frank A. Baker	Vice President, Secretary and Treasurer	4300 West Cypress Street, Suite 980 Tampa, FL 33607
Wilhelm A. Nunn	Vice President	4300 West Cypress Street, Suite 980 Tampa, FL 33607
Andrew H. Parnes	Assistant Treasurer	15326 Alton Parkway Irvine, CA 92618
Lloyd H. McKibbin	Assistant Treasurer	15326 Alton Parkway Irvine, CA 92618
John M. Stephens,	Assistant Treasurer	15326 Alton Parkway Irvine, CA 92618
Stephen J. Scarborough	Assistant Secretary	15326 Alton Parkway Irvine, CA 92618
Clay A. Halvorsen	Assistant Secretary	15326 Alton Parkway Irvine, CA 92618

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# Delaware

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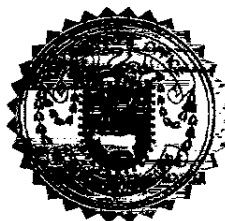
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC." WAS INCORPORATED ON THE SIXTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1971645

DATE: 09-09-02