

FO4000004867

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500040278895

08/23/04--01042--025 \*\*87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 AUG 22 PM 12:55

FILED

FO4-4867  
OR

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Silverleaf Resorts, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Patricia K. Dorey  
(Name of Person)

Meadows, Owens, Collier, Reed, Cousins & Blau, L.L.P.  
(Firm/Company)

901 Main Street, Suite 3700  
(Address)

Dallas, Texas 75202  
(City/State and Zip code)

For further information concerning this matter, please call:

Patty Dorey at ( 214 ) 749-2472  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

04 AUG 23 PM 12:55  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. Silverleaf Resorts, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Texas 3. 75-2259890  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 9, 1989 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1221 River Bend, Suite 120, Dallas, Texas 75247  
(Principal office address)  
1221 River Bend, Suite 120, Dallas, Texas 75247  
(Current mailing address)
8. To transact any and all lawful business for which corporations may be incorporated.  
(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 NOT acceptable)  
Name: Capitol Corporate Services, Inc.  
Office Address: 1333 N. Duval Street  
Tallahassee, Florida 32303  
(City) (Zip code)

FILED  
04 AUG 23 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.*

Delanie Case, asst. sec.

(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.

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

**A. DIRECTORS**

Chairman: See attached list.

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached list

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

FILED  
04 AUG 23 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. \_\_\_\_\_

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

**SILVERLEAF RESORTS, INC.-75-2259890**

Sharon K. Brayfield/President  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221

J. Richard Budd, III/Director  
Marotta Gund Budd & Dzera, LLC  
360 Lexington Avenue, 3rd Floor  
New York, New York 10017

Sandra G. Cearley/Corporate Secretary  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221

Joe W. Conner/Chief Operating Officer  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221

Darla Cordova/Vice President-Employee and Marketing Services  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221  
(214) 631-1166

James B. Francis, Jr./Director  
Francis Enterprises, Inc.  
2911 Turtle Creek Boulevard, Suite 925  
Dallas, Texas 75219

Herman Jay Hankamer/Vice President-Resort Development  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221  
(214) 631-1166

Herbert B. Hirsch/Director  
64 Hurdle Fence Drive  
Avon, CT 06001

Michael Jones/Vice President-Information Systems  
Silverleaf Resorts, Inc.  
P.O. Box 358

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 AUG 23 PM 12:55

FILED

Dallas, Texas 75221

Edward L. Lahart/Executive Vice President-Operations  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221

Robert G. Levy/Vice President-Resort Operations  
The Villages Resort  
18270 Singing Wood Lane  
Flint, Texas 75762

Anthony C. Luis-Vice President-Owner Based Marketing and Sales  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221

Robert E. Mead/Director & Chairman of the Board & Chief Executive Officer  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221

David T. O'Connor/Executive Vice President-Sales  
The Villages Resort  
18270 Singing Wood Lane  
Flint, Texas 75762

Harry J. White, Jr./Chief Financial Officer & Treasurer  
Silverleaf Resorts, Inc.  
P.O. Box 358  
Dallas, Texas 75221

Rebecca Janet Whitmore/Director  
Divi Resorts  
10305 Oaklyn Drive  
Potomac, MD 20854

FILED

04 AUG 23 PM 12:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Geoffrey S. Connor  
Secretary of State

## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for SILVERLEAF RESORTS, INC. (filing number: 110065000), a Domestic Business Corporation, was filed in this office on January 09, 1989.

***It is further certified that the entity status in Texas is active.***

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 18, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State