
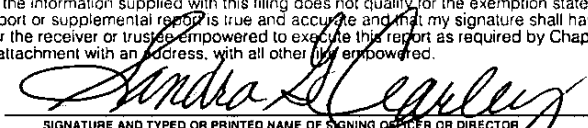


2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
May 24, 2005 8:00 am
Secretary of State

05-24-2005 90123 016 ***150.00

DOCUMENT # F04000004867 1. Entity Name SILVERLEAF RESORTS, INC.					
Principal Place of Business 1221 RIVER BEND, SUITE 120 DALLAS, TX 75247			Mailing Address 1221 RIVER BEND, SUITE 120 DALLAS, TX 75247		
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State		4. FEI Number 75-2259890	
Zip		Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
5. Name and Address of Current Registered Agent				7. Name and Address of New Registered Agent	
CAPITOL CORPORATE SERVICES, INC. 1333 N. DUVAL STREET TALLAHASSEE, FL 32303				Name	
				Street Address (P.O. Box Number is Not Acceptable)	
				City	
				FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
FILE NOW!!! FEE IS \$150.00 Due by September 7, 2005		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees		In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.	
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P BRAYFIELD, SHARON K P.O. BOX 358 DALLAS, TX 75221	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	V Herman Jay Hankamer 1221 River Bend Dr., #120 Dallas, TX 75247	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BUDD, J. RICHARD III 360 LEXINGTON AVENUE, 3RD FLOOR NEW YORK, NY 10017	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	D Herbert B. Hirsch 64 Hurdle Fence Drive Avon, CT 06001	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S CEARLEY, SANDRA G P.O. BOX 358 DALLAS, TX 75221	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	V Michael D. Jones 1221 River Bend Dr., #120 Dallas, TX 75247	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COO CONNER, JOE W P.O. BOX 358 DALLAS, TX 75221	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP Edward L. Lahart 1221 River Bend Dr., #120 Dallas, TX 75247	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V CORDOVA, DARLA P.O. BOX 358 DALLAS, TX 75221	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	V Robert G. Levy 18270 Singing Wood Lane Flint, TX 75762	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D FRANCIS, JAMES B 2911 TURTLE CREEK BLVD., SUITE 925 DALLAS, TX 75219	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Chairman of Board Robert E. Mead 1221 River Bend Dr., #120 Dallas, TX 75247	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other officers empowered.					
SIGNATURE: 		5/10/05		214-631-1166 x. 2214	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____					
Sandra G. Cearley, Corporate Secretary					

ATTACHMENT

40085532

FOUO00004867
ATTACHMENT

SILVERLEAF RESORTS, INC. – OFFICERS AND DIRECTORS

EVP - Sales
David T. O'Connor
18270 Singing Wood Lane
Flint, TX 75762

CFO and Treasurer
Harry J. White, Jr.
1221 River Bend Drive, Suite 120
Dallas, TX 75247

Director
Rebecca Janet Whitmore
10305 Oaklyn Drive
Potomac, MD 20854