


2008 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Feb 25, 2008 8:00 am
Secretary of State

02-25-2008 90067 020 ***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 - No P.O. Box #		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State		01292008 Chg-P CR2E034 (12/06)	
Zip		Country		4. FEI Number 75-2259890	
Zip		Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent CAPITOL CORPORATE SERVICES, INC. 155 OFFICE PLAZA DR. SUITE A TALLAHASSEE, FL 32301				7. Name and Address of New Registered Agent	
				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 After May 1, 2008 Fee will be \$550.00			9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees		
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE	P	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BRAYFIELD, SHARON K		NAME		
STREET ADDRESS	P.O. BOX 358		STREET ADDRESS		
CITY-ST-ZIP	DALLAS, TX 75221		CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> Delete	TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BUDD, J. RICHARD III		NAME	Budd, J. Richard III	
STREET ADDRESS	360 LEXINGTON AVENUE, 3RD FLOOR		STREET ADDRESS	58 Piping Rock Road	
CITY-ST-ZIP	NEW YORK, NY 10017		CITY-ST-ZIP	Locus Valley, NY 11560	
TITLE	S	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CEARLEY, SANDRAIG		NAME		
STREET ADDRESS	P.O. BOX 358		STREET ADDRESS		
CITY-ST-ZIP	DALLAS, TX 75221		CITY-ST-ZIP		
TITLE	COO	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CONNER, JOE W		NAME		
STREET ADDRESS	P.O. BOX 358		STREET ADDRESS		
CITY-ST-ZIP	DALLAS, TX 75221		CITY-ST-ZIP		
TITLE	V	<input checked="" type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CORDOVA, DARLA		NAME	(PLEASE SEE ATTACHED LIST)	
STREET ADDRESS	P.O. BOX 358		STREET ADDRESS		
CITY-ST-ZIP	DALLAS, TX 75221		CITY-ST-ZIP		
TITLE	D	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	FRANCIS, JAMES B		NAME		
STREET ADDRESS	2911 TURTLE CREEK BLVD., SUITE 925		STREET ADDRESS		
CITY-ST-ZIP	DALLAS, TX 75219		CITY-ST-ZIP		
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental reports 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 as changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE: <i>Sandra Cearley</i>			Corporate Secretary 1/29/08 214-631-1166 x.2214		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			Date Daytime Phone #		

ATTACHMENT

40032157

SILVERLEAF RESORTS, INC.

#F04000004867

Sharon K. Brayfield/President
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

J. Richard Budd, III/Director
58 Piping Rock Road
Locus Valley, NY 11560

Sandra G. Cearley/Corporate Secretary
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

Joe W. Conner/Chief Operating Officer
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

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

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

Michael D. Jones/Chief Information Officer
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

Edward L. Lahart/Executive Vice President-Operations
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

Robert E. Mead/Director & Chairman of the Board & Chief Executive Officer
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

Thomas J. Morris/Senior Vice President – Capital Markets
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

ATTACHMENT

40032157

#F04000004867

David T. O'Connor/Executive Vice President-Sales

The Villages Resort
18270 Singing Wood Lane
Flint, Texas 75762

Robert M. Sinnott, Chief Financial Officer & Treasurer
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

Harry J. White, Jr./Chief Accounting Officer
Silverleaf Resorts, Inc.
1221 River Bend Drive, Suite #120
Dallas, TX 75247

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