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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SILVERLEAF FINANCE II, 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:

Sandra G. Cearley  
(Name of Person)  
Silverleaf Resorts, Inc.  
(Firm/Company)  
1221 River Bend Drive, Suite 120  
(Address)  
Dallas, TX 75247  
(City/State and Zip code)

For further information concerning this matter, please call:

Sandra G. Cearley at ( 214 ) 631-1166 x.2214  
(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

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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 FINANCE II, 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. Delaware 3. 20-0371784  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 7, 2003 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business transacted in Florida at this time.  
(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 Drive, Suite 120, Dallas, TX 75247  
(Principal office address)

1221 River Bend Drive, Suite 120, Dallas, TX 75247  
(Current mailing address)

8. Finance  
(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)

**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.*

Delanii 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:

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TALLAHASSEE, FLORIDA

**A. DIRECTORS**

~~Chairman~~ President: Robert E. Mead  
Address: 1221 River Bend Drive, Suite 120  
Dallas, TX 75247

Vice ~~Chairman~~ President: Christopher T. Burt  
Address: 114 W. 47th Street, Suite 1715  
New York, NY 10036

Director: Sharon K. Brayfield  
Address: 1221 River Bend Drive, Suite 120  
Dallas, TX 75247

Director: Timothy O'Connor  
Address: 114 W. 47th Street, Suite 1715  
New York, NY 10036

**B. OFFICERS**

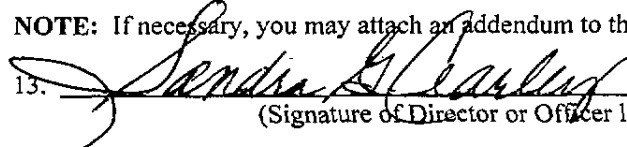
President: Robert E. Mead  
Address: 1221 River Bend Drive, Suite 120  
Dallas, TX 75247

Vice President: Christopher T. Burt  
Address: 114 W. 47th Street, Suite 1715  
New York, NY 10036

Secretary: Sandra G. Cearley  
Address: 1221 River Bend Drive, Suite 120, Dallas, TX 75247

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

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. Sandra G. Cearley, Secretary  
(Typed or printed name and capacity of person signing application)

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STATE OF FLORIDA  
TALLAHASSEE

**SILVERLEAF FINANCE II, INC. -TAX ID 20-0371784**

(A Delaware corporation formed November 7, 2003)

(C Corporation)

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

Christopher T. Burt/Director & Vice President  
Global Securitization Services, LLC  
114 West 47<sup>th</sup> Street, Suite 1715  
New York, New York 10036

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

Robert E. Mead/Director & President  
Silverleaf Resorts, Inc.  
1221 River Bend Drive, Suite 120  
Dallas, TX 75247

Timothy O'Connor/Director  
Global Securitization Services, LLC  
114 West 47<sup>th</sup> Street, Suite 1715  
New York, New York 10036

Harry J. White, Jr./Director & Treasurer & Chief Financial Officer  
Silverleaf Resorts, Inc.  
1221 River Bend Drive, Suite 120  
Dallas, TX 75247

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TALLAHASSEE, FLORIDA

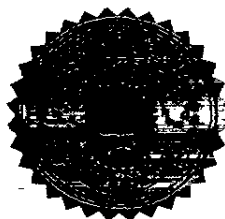
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SILVERLEAF FINANCE II, 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 NINETEENTH DAY OF JULY, A.D. 2005.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4031958

DATE: 07-19-05