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C T CORPORATION SYSTEM			
Requestor's Name			
660 East Jefferson Street			
Address			
Tallahassee, Florida 32301			
City	State	Zip	Phone
			904-222-1092
CORPORATION(S) NAME			

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*****70.00 *****70.00

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Genstar Land Company	

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Certified Copy	<input type="checkbox"/> CUS/ G/S
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Gonstar Land Company
(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. 13-3611913
(FEI number, if applicable)
4. February 14, 1991
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON AUTHORIZATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 4365 Executive Drive
San Diego, CA 92121
(Current mailing address)
8. Land Development
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM


(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

Jonathan Giddings
Assistant Secretary

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Len Cowan

Address: 200 Granville Square
Vancouver, BC V6C 1S4

Vice Chairman: Frank L. Thomas

Address: 4365 Executive Drive
San Diego, CA 92121

Director: Michael Collins

Address: 2 Blue Hill Plaza
Pearl River, NY 10965

Director: Alan S. Robinson

Address: 2 Blue Hill Plaza
Pearl River, NY 10965

B. OFFICERS

President: Frank L. Thomas

Address: 4365 Executive Drive
San Diego, CA 92121

Vice President: Brian Laidlaw

Address: 4365 Executive Drive
San Diego, CA 92121

Secretary: Alan S. Robinson

Address: 2 Blue Hill Plaza
Pearl River, NY 10965

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GENSTAR LAND COMPANY
APPLICATION FOR AUTHORIZATION TO CONDUCT BUSINESS
IN THE STATE OF FLORIDA

ADDENDUM TO LIST OF OFFICERS AND DIRECTORS:

DIRECTOR: Lloyd Jay Schnell
2 Blue Hill Plaza
Pearl River, NY 10965

OFFICERS:

Chairman& CEO: Les Cosman
200 Granville Square
Vancouver, BC V6C 1S4

Senior VP: Gary Harrison
4365 Executive Drive
San Diego, CA 92121

Senior VP, Financial: Gina Papandrea
4365 Executive Drive
San Diego, CA 92121

VP Peter J. Gualtieri
11000 West 78th Street
Eden Prairie, MN 55344

Assistant Secretary: Mary Golden Barrise
2 Blue Hill Plaza
Pearl River, NY 10965

Assistant Secretary: Lloyd Jay Schnell
2 Blue Hill Plaza
Pearl River, NY 10965

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Treasurer: Michael Collins

Address: 2 Blue Hill Plaza

Pearl River, NY 10965

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

13. *Alan S. Robinson*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Alan S. Robinson, Secretary
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENSTAR LAND COMPANY" 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 ELEVENTH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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FILED
SECRETARY OF STATE
CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7786341

DATE:

01-11-96