

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086

**F96000003311**

**CSC** **net**  
PRESIDENTIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 995562 4324759

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 20, 1996

ORDER TIME : 11:13 AM

ORDER NO. : 995562

CUSTOMER NO: 4324759

CUSTOMER: Ms. Jonnie Callahan  
Baker & Botts  
2001 Ross Avenue - 7th Floor  
800 Trammell Crow Center  
Dallas, TX 75201

400001879644  
-06/28/96--01076--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FOREIGN FILINGS

NAME: VISTA PROPERTIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANNY SMITH

RECEIVED  
96 JUN 23 PM 1:23  
DIVISION OF CORPORATION  
96 JUN 28 PM 2:25  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS


## CERTIFICATE

I, Raymond G. Smerge, Secretary of Vista Properties, Inc., a corporation duly organized under the laws of the State of Nevada, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on June 27, 1996:

RESOLVED, that inasmuch as, after giving effect to the transactions described in the foregoing resolutions, the Company desires to transact business in, among other jurisdictions, the States of California, Colorado, Florida, Illinois, Maryland, Minnesota, Ohio, Oregon and South Carolina, but has been advised that the name of the Company is not or may not be available for use in one or more of such states, the Company hereby adopts the assumed name, trade name, fictitious name or alternate name "5950 Holding Corporation" for use in transacting business in said states pursuant to the applicable qualification statutes of said states; and further

RESOLVED, that the Authorized Officers and any other appropriate officers of the Company are hereby authorized, empowered and directed, for and on behalf of the Company, to cause any and all required documents to be prepared, executed and filed so that the Company may obtain a Certificate of Authority (or similar evidence of authority to transact business) in each of the aforementioned states, and to cause the Company to use such assumed name, trade name, fictitious name or alternate name in the transaction of business in said states.

Executed this 27th day of June, 1996.

  
\_\_\_\_\_  
Raymond G. Smerge, Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUNE 28 PM 2:25

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
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. Vista Properties, Inc.  
(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. Nevada 3. 75-2121697  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. July 1, 1986 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Will begin transacting business on June 28, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 3333 Lee Parkway  
Dallas, Texas 75219  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) organized in the State of Florida.
9. **Name and street address of Florida registered agent:**  
**Name:** Corporation Service Company  
**Office Address:** 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.*

By: Amy Bass

(Registered agent's signature)

Amy Bass, Asst. 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: (Please see attached Exhibit A)

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

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

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

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

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

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

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

B. OFFICERS

President: (Please see attached Exhibit A)

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

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

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

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

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

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

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

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

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Raymond Garfield, Jr., President  
(Typed or printed name and capacity of person signing application)

## **EXHIBIT A**

### **ADDRESS FOR ALL DIRECTORS AND OFFICERS OF VISTA PROPERTIES, INC.:**

3333 Lee Parkway  
Dallas, TX 75219

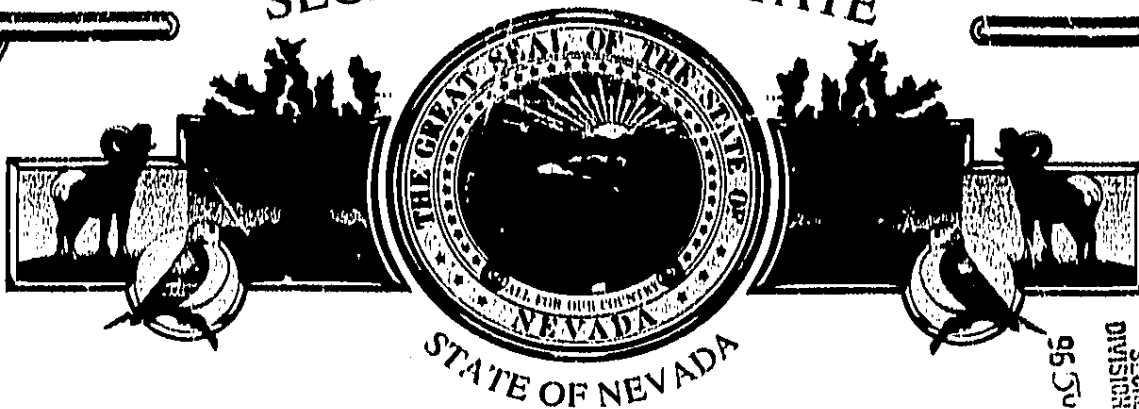
#### **DIRECTORS:**

J. Stephen Bilheimer  
G. Walter Loewenbaum  
David W. Quinn  
Raymond G. Smerge  
Roger O. West

#### **OFFICERS:**

President, Chief Executive Officer	Raymond Garfield, Jr.
Executive Vice President and Chief Operating Officer	F. Charles Emery II
Chief Financial Officer, Treasurer and Assistant Secretary	Laura J. Young
Vice President	Sam J. Mainord
Vice President	Robert A. Sebesta
Vice President	Scott A. Johnson
Vice President	Dennis K. Winzeler
Secretary	Raymond G. Smerge
Assistant Vice President, Assistant Treasurer and Controller	Kimberly A. Pinson
Assistant Secretary	Marilyn R. Harrah
Assistant Secretary	Sherry L. Aycock

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 June 25 PM 2:25

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **VISTA PROPERTIES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 1, 1986 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on June 21, 1996.



*Dean Heller*

Secretary of State

By

*Woni Davis*

Certification Clerk



PREMIERE HALL  
LEGAL & FINANCIAL SERVICES

1301 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-333-9171  
FAX 904-333-0111

800-342-8086

**F96000003311**

ACCOUNT NO. : 072100000032

REFERENCE : 003431 4324759

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 27, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 003431

CUSTOMER NO: 4324759

CUSTOMER: Ms. Jonnie Callahan  
Baker & Botts  
2001 Ross Avenue - 7th Floor  
800 Trammell Crow Center  
Dallas, TX 75201

500001889985  
-07/10/96--01094--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*File Second*

FOREIGN FILINGS

NAME: VISTA PROPERTIES CORPORATION

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED  
95 JUL -3 PM 2:02  
RECEIVED  
95 JUL -3 PM 11:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
DIVISION OF CORPORATION

*7/3*  
*Jan*  
*Name Change*

# PROFIT CORPORATION

## APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

### SECTION I

(1-3 must be completed)

1. Vista Properties, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Nevada  
Incorporated under the laws of
3. June 28, 1996  
Date authorized to do business in Florida

96 JUL -3 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 27, 1996
5. Centex Real Estate Corporation  
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

                      
New Jurisdiction

Vista Properties, Inc.

By: Raymond G. Smerge

Signature

Raymond G. Smerge

Typed or printed name

July 1, 1996

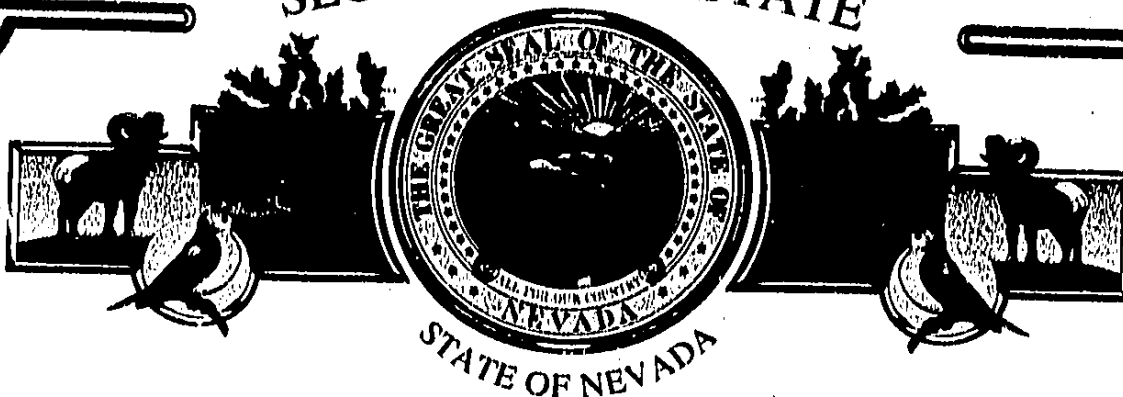
Date

Vice President and Secretary

Title



# SECRETARY OF STATE



## CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on June 27, 1996, a Certificate of Amendment to its Articles of Incorporation changing the name to **CENTEX REAL ESTATE CORPORATION** was filed in this office by **VISTA PROPERTIES, INC.** Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 27, 1996.

*Dean Heller*

Secretary of State

By

*Patricia Hansen*

Certification Clerk

