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May 14 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000003311 (5)

1. Corporation Name

CENTEX REAL ESTATE CORPORATION

Principal Place of Business

3333 LEE PKWY
DALLAS TX 75219

Mailing Address

3333 LEE PKWY
DALLAS TX 75219-5111

2. Principal Place of Business

21 P.O. BOX 199000
Suite, Apt. #, etc.

22 City & State

23 DALLAS, TX

24 Zip 75219 25 Country

2a. Mailing Address

26 P.O. BOX 199000
Suite, Apt. #, etc.

27 City & State

28 DALLAS, TX

29 Zip 75219 30 Country

3. Date Incorporated or Qualified

06/28/1996

3a. Date of Last Report

4. FCI Number

75-2121697

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

☒ Yes ☐ No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and fee, if applicable

(NONE - Registered Agent's signature required when resigning)

DATE

12. OFFICERS AND DIRECTORS

TITLE CEO
NAME GARFIELD, RAYMOND JR
STREET ADDRESS 3333 LEE PKWY
CITY-ST-ZIP DALLAS TX 75219 ☒ DELETE

TITLE VCOO
NAME EMERY, F CHARLES II
STREET ADDRESS 3333 LEE PKWY
CITY-ST-ZIP DALLAS TX 75219 ☒ DELETE

TITLE CFOT
NAME YOUNG, LAURA J
STREET ADDRESS 3333 LEE PKWY
CITY-ST-ZIP DALLAS TX 75219 ☐ DELETE

TITLE S
NAME YOUNG, LAURA J
STREET ADDRESS 3333 LEE PKWY
CITY-ST-ZIP DALLAS TX 75219 ☐ DELETE

TITLE V
NAME MAINORD, SAM J
STREET ADDRESS 3333 LEE PKWY
CITY-ST-ZIP DALLAS TX 75219 ☒ DELETE

TITLE V
NAME SEBESTA, ROBERT A
STREET ADDRESS 3333 LEE PKWY
CITY-ST-ZIP DALLAS TX 75219 ☒ DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE CD ☐ Change ☒ Addition
1.2 NAME GILLILAN, WILLIAM J., III
1.3 STREET ADDRESS 2728 NORTH HARWOOD STREET
1.4 CITY-ST-ZIP DALLAS, TX 75201

2.1 TITLE PD ☐ Change ☒ Addition
2.2 NAME ELLER, TIMOTHY R.
2.3 STREET ADDRESS 2728 NORTH HARWOOD STREET
2.4 CITY-ST-ZIP DALLAS, TX 75201

3.1 TITLE T ☒ Change ☐ Addition
3.2 NAME CHADWICK, MELVIN M.
3.3 STREET ADDRESS 2728 NORTH HARWOOD STREET
3.4 CITY-ST-ZIP DALLAS, TX 75201

4.1 TITLE VS ☒ Change ☐ Addition
4.2 NAME SMERGE, RAYMOND G.
4.3 STREET ADDRESS 2728 NORTH HARWOOD STREET
4.4 CITY-ST-ZIP DALLAS, TX 75201

5.1 TITLE V ☐ Change ☒ Addition
5.2 NAME HARVEY, RICHARD C.
5.3 STREET ADDRESS 2728 NORTH HARWOOD STREET
5.4 CITY-ST-ZIP DALLAS, TX 75201

6.1 TITLE D ☐ Change ☒ Addition
6.2 NAME HIRSCH, LAURENCE E.
6.3 STREET ADDRESS 2728 NORTH HARWOOD STREET
6.4 CITY-ST-ZIP DALLAS, TX 75201

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual 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 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (9/96)

CORPORATION:

CENTEX REAL ESTATE CORPORATION

THE ADDRESS OF ALL OFFICERS LISTED BELOW IS:

2728 NORTH HARWOOD STREET
DALLAS, TEXAS 75201

DIRECTORS:

Timothy R. Eller
William J. Gillilan III
Laurence E. Hirsch
G. Walter Loewenbaum
David W. Quinn
Roger O. West

OFFICERS:

Chairman	William J. Gillilan III
President and Chief Executive Officer	Timothy R. Eller
Executive Vice President and Chief Financial Officer	William D. Albers
Executive Vice President	Thomas M. Boyce
Executive Vice President and Chief Operating Officer	Andrew J. Hannigan
Executive Vice President	Robert D. Hillmann
Executive Vice President	Steven R. Muller
Executive Vice President	Richard L. Sconyers
Executive Vice President	Joel C. Sowers, Jr.
Vice President-Finance, Treasurer and Assistant Secretary	Melvin M. Chadwick
Vice President	Richard C. Harvey
Vice President, Regional General Counsel and Assistant Secretary	F. Timothy Hoyt, Jr.
Vice President-Information Systems	Charles Irsch
Vice President	Joseph Luciani
Vice President	Joseph S. Powell
Vice President and Secretary	Raymond G. Smerge
Vice President-Sales and Marketing	Douglas Stempowski
Vice President, Regional General Counsel and Assistant Secretary	Burgess N. Trank, Jr.
Vice President, Regional General Counsel and Assistant Secretary	James B. Watkins
Vice President	David C. Wheatley

Controller-General Accounting

Assistant Vice President

Assistant Vice President

Assistant Vice President

Assistant Secretary

Assistant Secretary

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Assistant Secretary

Renee Wales

John D. Carpenter

Rodney E. Cumnickel

Jeff A. Mason

Larry E. Aulenbach

Daniel L. Barnobi

Connie D. Beale

Patrick M. Bibb

David C. Blessing

Bruce L. Bodart

Kathleen D. Breland

Jeffrey P. Carlson

Mathew Christensen

Phillip M. Culler

Jano Cymes

Brett Dietz

Genevieve M. Edgeworth

Larry R. Fowler

L. Russel Garrison

Stephen M. Gillum

David A. Greenblatt

Carl Edwards Greene

Leona L. Hammond

Mark J. Hanlon

William A. Hartis, Jr.

David C. Hatch

Donald R. Hayter

M. Bret Hill

Mary C. Hoff

Phillip I. Johnson

Martin Juliussen

Daniel A. Kaiser

Avery C. Kintner

Michael S. McLeod

Michael T. Mastin

Karoline Matthai

René C. Millar

Todd Mitchell

Carla Montgomery

Michael T. Murphy

Betty Newman

Robert R. Piaschyk

Kimberly A. Pinson

Leonard D. Powell

Julie Prayer

Linda Prockup

Bryon K. Reed

James P. Retzer

James F. Riley

Michael G. Ringel

Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Regional General Counsel and Assistant Secretary
Assistant Secretary

Laurel A. Rochester
David M. Solomon
Carol A. Spector
Kenneth A. Thompson
Mary Jane Weber
Brett J. Wilson
Susan Woodruff
Brian J. Woram
Laura J. Young