

CONTACT:

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UCC FILING &amp; SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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CORPORATION NAME(S) &amp; DOCUMENT NUMBER(S) (If known):

1 Thousand Nails Inc  
(Corporation Name)**RUSH**2 \_\_\_\_\_  
(Corporation Name) (Document #)3 File Second  
(Corporation Name) (Document #)4 \_\_\_\_\_  
(Corporation Name) (Document #)☒ Walk In☐ Pick Up Time☐ Mail Out☐ Will Wait☐ Photocopy☒ Certified Copy☐ Certificate of Status☐ Certificate of Good Standing☐ ARTICLES ONLY☐ ALL CHARTER DOCS☐ Certificate of FICTITIOUS NAME☐ FICTITIOUS NAME SEARCH☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR**  
**PICKUP BY**  
**UCC SERVICES**

Examiner's Initials

RECEIVED  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
96 NOV 27 PM 3:18  
96 NOV 27 PM 12:58

**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. Thousand Trails, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 75-2138671  
(FEI number, if applicable)
4. October 1, 1996  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))
7. 2711 LBJ Freeway, #200  
Dallas, TX 75234  
(Current mailing address)
8. Management of Membership Campgrounds  
(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: (P.O. Box or Mail Drop Box NOT acceptable)**  
  
Name: CT Corporation System  
  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(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.*

Rand A. Shiller  
(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached

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

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

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

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

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

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

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

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached

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. Harry J. White, Jr.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harry J. White, Jr. - Vice President  
(Typed or printed name and capacity of person signing application)

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**Thousand Trails, Inc. Officers**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Business Address</u></b>
William J. Shaw	President and Chief Executive Officer	2711 LBJ Freeway, Suite 200 Dallas, Texas 75234
Harry J. White, Jr.	Vice President Chief Financial Officer and Treasurer	2711 LBJ Freeway, Suite 200 Dallas, Texas 75234
Walter B. Jaccard	Vice President General Counsel and Secretary	2711 LBJ Freeway, Suite 200 Dallas, Texas 75234
Kenneth E. Hendrycy	Vice President and Assistant Secretary	2711 LBJ Freeway, Suite 200 Dallas, Texas 75234
Tammy A. DeGrande	Assistant Secretary	2711 LBJ Freeway, Suite 200 Dallas, Texas 75234

**Thousand Trails, Inc. Directors**

<b><u>Name</u></b>	<b><u>Address</u></b>
Andrew M. Boas	135 E. 57th Street 27th Floor New York, NY 10022
William P. Kovacs	15750 Alsace Court Winfield, IL 60190
Donald R. Leopold	52 Waltham Street Lexington, MA 02173
H. Sean Mathis	1301 Avenue of the Americas 14th Floor New York, NY 10019
Douglas K. Nelson	90 Rennie Road Catskill, NY 12414
William J. Shaw	2711 LBJ Freeway, Suite 200 Dallas, TX 75234

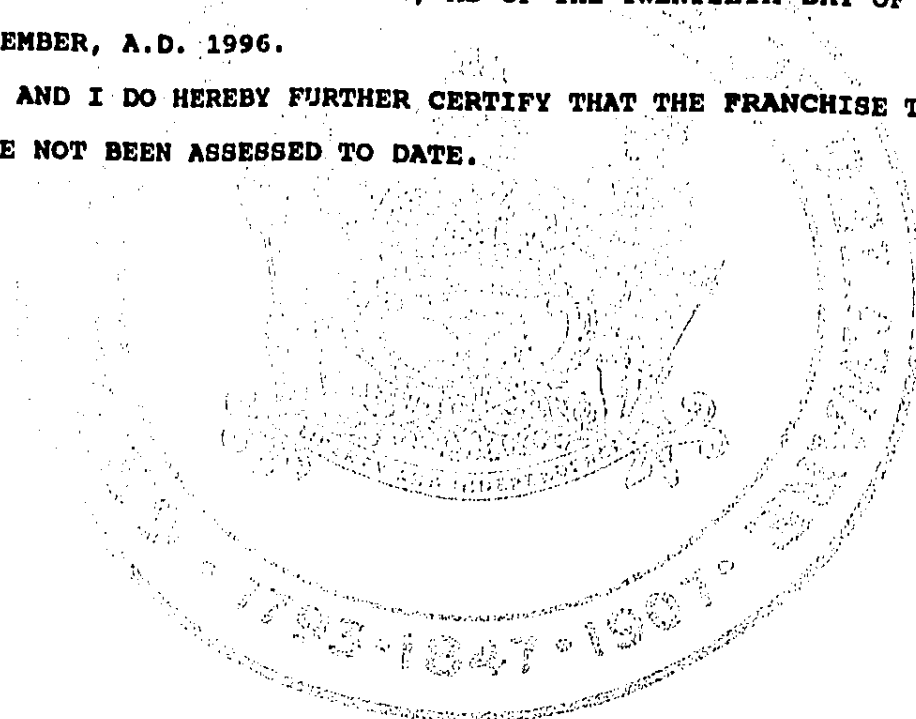
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State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THOUSAND TRAILS, 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 TWENTIETH DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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DIVISION OF CORPORATIONS  
95 NOV 27 PM 12:37



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

11-20-96