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Feb 18 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 # F96000006251 (0)

1. Corporation Name

THOUSAND TRAILS, INC.

Principal Place of Business

Mailing Address

2711 LBJ FREEWAY, #200
DALLAS TX 75234

2711 LBJ FREEWAY, #200
DALLAS TX 75234-7318

3. Date Incorporated or Qualified

11/27/1996

3a. Date of Last Report

N/A

2. Principal Place of Business

2a. Mailing Address

21 Same as above

26 Same as above

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

4. FEI Number

75-2138671

☒ 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

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 title if applicable

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD ☐ DELETE
NAME SHAW, WILLIAM J
STREET ADDRESS 2711 LBJ FREEWAY, STE 200
CITY-ST-ZIP DALLAS TX

TITLE VT ☐ DELETE
NAME WHITE JR, HARRY J
STREET ADDRESS 2711 LBJ FREEWAY, STE 200
CITY-ST-ZIP DALLAS TX

TITLE VS ☐ DELETE
NAME JACCARD, WALTER B
STREET ADDRESS 2711 LBJ FREEWAY, STE 200
CITY-ST-ZIP DALLAS TX

TITLE VAS ☐ DELETE
NAME HENDRYCY, KENNETH E
STREET ADDRESS 2711 LBJ FREEWAY, STE 200
CITY-ST-ZIP DALLAS TX

TITLE D ☐ DELETE
NAME BOAS, ANDREW M
STREET ADDRESS 135 E. 57TH STREET, 27TH FL
CITY-ST-ZIP NEW YORK NY

TITLE D ☐ DELETE
NAME KOVACS, WILLIAM P
STREET ADDRESS 1S750 ALSACE COURT
CITY-ST-ZIP WINFIELD IL

11 TITLE ☐ Change ☐ Addition
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP
SEE ATTACHED PAGE FOR ADDITIONAL
OFFICERS AND DIRECTORS

21 TITLE ☐ Change ☐ Addition
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE ☐ Change ☐ Addition
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE ☐ Change ☐ Addition
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE ☐ Change ☐ Addition
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE ☐ Change ☐ Addition
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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.

SIGNATURE

Walter B. Jaccard - Vice President General Counsel and Secretary

2-11-97

972/243-2228

CR2E034 (9/96)

THOUSAND TRAILS, INC.

DIRECTORS

William J. Shaw
Director

2711 LBJ Freeway, Suite 200
Dallas, TX 75234
(972) 243-2228

Andrew M. Boas
Director

135 E. 57th Street, 27th Floor
New York, NY 10022
(212) 909-8404

William P. Kovacs
Director

18750 Alsace Court
Winfield, IL 60190
(630) 231-5465

Donald R. Leopold
Director

52 Waltham Street
Lexington, MA 02173
(617) 861-8660

H. Sean Mathis
Director

1301 Avenue of the Americas
14th Floor
New York, NY 10019
(212) 757-6800

Douglas K. Nelson
Director

90 Rennie Road
Catskill, NY 12414
(518) 943-3059

OFFICERS

William J. Shaw
President and Chief Executive Officer

2711 LBJ Freeway, Suite 200
Dallas, TX 75234
(972) 243-2228

Harry J. White, Jr.
Vice President, Chief Financial Officer, and Treasurer

2711 LBJ Freeway, Suite 200
Dallas, TX 75234
(972) 243-2228

Walter B. Jaccard
Vice President, General Counsel and Secretary

2711 LBJ Freeway, Suite 200
Dallas, TX 75234
(972) 243-2228

Kenneth E. Hendrycy
Vice President and Assistant Secretary

2711 LBJ Freeway, Suite 200
Dallas, TX 75234
(972) 243-2228

R. Gerald Gelinas
Vice President

2711 LBJ Freeway, Suite 200
Dallas, TX 75234
(972) 243-2228

David A. McCrum
Assistant Treasurer and Assistant Secretary

2711 LBJ Freeway, Suite 200
Dallas, TX 75234
(972) 243-2228

Tammy A. DeGrande
Assistant Secretary

2711 LBJ Freeway, Suite 200
Dallas, TX 75234
(972) 243-2228