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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000006251
 1. Corporation Name

THOUSAND TRAILS, INC.

Principal Place of Business 2711 LBJ Freeway Suite 200 Dallas, Texas 75234	Mailing Address 2711 LBJ Freeway Suite 200 Dallas, Texas 75234
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2. Principal Place of Business 21 -same as above- Suite, Apt. #, etc 22 City & State 23 Zip 24	2a. Mailing Address 26 -same as above- Suite, Apt. #, etc 27 City & State 28 Zip 29
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8. Name and Address of Current Registered Agent

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

81 Name

82 Street Address (do not include P.O. Box or Post Office)

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, limited liability company, or partnership, 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 or limited liability company or partnership, and 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 file if applicable)

(NOTE: Registered Agent signature required and dated)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	☐ DELETE
NAME	William J. Shaw	
STREET ADDRESS	2711 LBJ Freeway, Suite 200	
CITY-ST-ZIP	Dallas, TX 75234	
TITLE	VT	☐ DELETE
NAME	Harry J. White, Jr.	
STREET ADDRESS	2711 LBJ Freeway, Suite 200	
CITY-ST-ZIP	Dallas, TX 75234	
TITLE	VS	☐ DELETE
NAME	Walter B. Jaccard	
STREET ADDRESS	2711 LBJ Freeway, Suite 200	
CITY-ST-ZIP	Dallas, TX 75234	
TITLE	VAS	☐ DELETE
NAME	Kenneth E. Hendrycy	
STREET ADDRESS	2711 LBJ Freeway, Suite 200	
CITY-ST-ZIP	Dallas, TX 75234	
TITLE	D	☐ DELETE
NAME	Andrew M. Boas	
STREET ADDRESS	135 E. 57th Street, 27th Floor	
CITY-ST-ZIP	New York, NY	
TITLE	D	☐ DELETE
NAME	William P. Kovacs	
STREET ADDRESS	18750 Alsace Court	
CITY-ST-ZIP	Winfield, IL	

13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	☐ Change ☐ Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	☐ Change ☐ Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	☐ Change ☐ Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	☐ Change ☐ Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	☐ Change ☐ Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	☐ Change ☐ Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

****See attached page for additional officers & directors****

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*****158.75**

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 607.0502, Florida Statutes, and I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Section 607.0505, 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, V.P./Secretary 02/06/98

CR2E034 (1097)

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

15750 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

Sonya Schneider
Assistant Secretary

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