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FILED
Feb 23, 1999 8:00 am
Secretary of State

02-23-1999 90068 026 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris 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, #200 DALLAS TX 75234	Mailing Address 2711 LBJ FREEWAY, #200 DALLAS TX 75234
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/27/1996

2. Principal Place of Business 21	2a. Mailing Address 26	4. FEI Number 75-2138671	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip 24	Country 25	Zip 29	Country 30
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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHAW, WILLIAM J	1.2 NAME	SEE ATTACHED FOR UPDATED LISTING OF OFFICERS/DIRECTORS
STREET ADDRESS	2711 LBJ FREEWAY, STE 200	1.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75234	1.4 CITY-ST-ZIP	
TITLE	VT <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHITE JR, HARRY J	2.2 NAME	
STREET ADDRESS	2711 LBJ FREEWAY, STE 200	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75234	2.4 CITY-ST-ZIP	
TITLE	VS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JACCARD, WALTER B	3.2 NAME	
STREET ADDRESS	2711 LBJ FREEWAY, STE 200	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75234	3.4 CITY-ST-ZIP	
TITLE	VAS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENDRYCY, KENNETH E	4.2 NAME	
STREET ADDRESS	2711 LBJ FREEWAY, STE 200	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75234	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOAS, ANDREW M	5.2 NAME	
STREET ADDRESS	135 E. 57TH STREET, 27TH FL	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KOVACS, WILLIAM P	6.2 NAME	
STREET ADDRESS	19750 ALSACE COURT	6.3 STREET ADDRESS	
CITY-ST-ZIP	WINFIELD IL	6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE:  **Walter B. Jaccard, Vice President**

January 15, 1998
(872) 243-2228

CR2E034 (11/98)

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THOUSAND TRAILS, INC.

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DIRECTORS

William J. Shaw
Director

27
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

Walter B. Jaccard
Vice President, Secretary and General Counsel

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

Kenneth E. Hendrycy
Vice President and Assistant Secretary

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

David A. McCrum
Treasurer and Assistant Secretary

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

R. Gerald Gelinas
Vice President

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

Bryan Reed
Chief Accounting Officer

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

Sonya Schneider
Assistant Secretary

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Dallas, TX 75234
(972) 243-2228