

F980000000156

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Del Webb Communities, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Patricia K. Strauss

(Name of Person)

Del Webb Corporation

(Firm/Company)

6001 North 24th Street

(Address)

Phoenix, AZ 85016

(City/State/Zip)

300002394193--0
-01/08/98-01083-006
*****78.75 *****78.75

Should you need to call someone concerning this matter, please call:

Patricia K. Strauss
(Name of Person)

at (602) 808-8056
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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**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. Del Webb Communities, 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. Arizona 3. 86-0530275
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 19, 1985 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6001 North 24th Street
Phoenix, AZ 85016
(Current mailing address)
8. Real estate acquisitions and development
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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.


(Registered agent's signature)

Mark A. Shelton, Assistant Vice President

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.

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. Mary S. Alexander

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mary S. Alexander, Vice President

(Typed or printed name and capacity of person signing application)

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DEL WEBB COMMUNITIES, INC.
(an Arizona corporation)

ARTICLES OF INCORPORATION: Filed November 19, 1985

AMENDMENTS TO ARTICLES: 07-27-87: Decreased capital stock to 1,000,000 shares @ \$1.00 par value.
06-29-87: Articles of Merger. Sun City West Development, Inc. merged into Del E. Webb Communities, Inc.
08-25-88: Name Changed from Del E. Webb Communities, Inc. to Del Webb Communities, Inc.

DIRECTORS AND OFFICERS: 6001 North 24th Street, Phoenix, AZ 85016

DATE ELECTED

* LeRoy C. Hanneman	President	10-15-96
* John A. Spencer	Senior Vice President	04-01-91 (*06-10-91)
Robertson C. Jones	Vice President & Secretary	10-15-96
Mary S. Alexander	Vice President & Assistant Secretary	09-12-90 (10-15-96)
David E. Rau	Vice President	06-19-87
John H. Gleason	Vice President	04-15-93
Robert R. Wagoner	Vice President	05-17-94
Joseph F. Contadino	Vice President	12-01-97
David G. Schreiner	Vice President	12-01-97
Christopher S. Haines	Vice President - Marketing	07-01-97
Mark E. Kaushagen	Vice President - Land Development	08-18-97
Donald V. Mickus	Treasurer	11-25-85
C. Patrick Dempsey	Assistant Treasurer	04-16-87
Philip H. Darrow	Assistant Secretary	04-15-93
Andrew G. Miller	Assistant Secretary	10-15-96
Darrell C. Sherman	Assistant Secretary	10-15-96
Beth Jo Zeitzer	Assistant Secretary	11-17-94
Thomas W. Ryan	Assistant Secretary	06-30-92
Thomas E. Lucas	Assistant Secretary	04-15-93

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Sun City West/Sun City Grand 13950 Meeker Blvd., Sun City West, AZ 85375

* Charles T. Roach	Executive Vice President & General Manager	08-17-87
Kimball Bannister, III	Vice President & Associate General Manager	04-20-88
Thomas A. Kirk	Vice President - Finance & Administration	01-23-95
Michael K. Jesberger	Vice President - Land Development	04-11-94
Mark T. Ruhlman	Vice President - Sales & Marketing and Designated Broker	04-01-95
Ginger Hambly	Assistant Secretary	09-03-96
		08-05-97

Sun City Tucson 1565 East Rancho Vistoso, Tucson, AZ 85737

Sun City Summerlin 9555 Del Webb Blvd., Las Vegas, NV 89134

Sun City MacDonald Ranch 2055 West Horizon Ridge Parkway, Henderson, NV 89012

Frank D. Pankratz	Senior Vice President & General Manager	08-12-96
Richard A. Mastin	Vice President	04-17-86
Kenneth R. Hull	Vice President - Sales & Marketing	02-01-94

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Scott A. Middleton	Vice President - Finance	07-01-97
Scott K. Higginson	Vice President - Government & Public Affairs	01-09-95
Scott C. Widener	Vice President - Construction	03-13-95
G. Thomas Hennessy	Vice President - Project Planning	04-01-96
James W. Bond	Assistant Secretary & Corporate Broker	06-19-95 (10-12-95)

* Also Director

Sun City Hilton Head Buckingham Plantation Drive, P.O. Box 1869,
Bluffton, SC 29910

Richard L. Vandermeer	Vice President & General Manager	11-04-96
Pamela S. Hecker	Vice President - Sales and Marketing	09-29-97
Byron E. ("Bud") Cartwright	Vice President - Construction Operations	04-07-97
C. William Brewer	Vice President - Land Development	05-12-97
Glen E. McCaskey	Vice President - Public & Community Relations	02-13-95

CAPITAL STOCK:

Authorized: 1,000,000 Common Shares; \$1.00 par value.

Issued and Outstanding:

<u>Certificate</u>	<u>Shares</u>	<u>Date</u>	<u>Issued To</u>
#1	751,852	11-26-85	Del Webb Corporation

Custody: Del Webb Corporation

PRESENT STATUS: Engaged in the business of real estate investment and development.

BUSINESS QUALIFICATIONS

Arizona	(11-19-85)
California	(08-12-88)
Nevada	(07-29-87)
Texas	(04-10-92)
Ohio	(05-28-93)
South Carolina	(07-15-93)

STATUTORY AGENT:

Mary S. Alexander
United States Corporation Company
United States Corporation Company
Prentice Hall Corporation System, Inc.
Prentice Hall Corporation System, Inc.
Prentice Hall Corporation System, Inc.

FISCAL YEAR: June 30th

EIN#: 86-0530275

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STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****DEL WEBB COMMUNITIES, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on November 19, 1985.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

*IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
7th day of January, 1998, A. D.*



Jack Rose

Executive Secretary

BY: *[Signature]*

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