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ACCOUNT NO. : 072100000032  
REFERENCE : 668432 4807564  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : January 14, 1998  
ORDER TIME : 1:20 PM  
ORDER NO. : 668432-015  
CUSTOMER NO: 4807564  
CUSTOMER: Patty K. Strauss, Legal Asst  
Del Webb Corporation  
6001 N. 24th Street  
Phoenix, AZ 85016

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FOREIGN FILINGS

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-02/03/98--01008--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NAME: FAIRMOUNT MORTGAGE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

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## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Fairmount Mortgage, 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)

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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

**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. Fairmount Mortgage, 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  
(State or country under the law of which it is incorporated)
3. 86-0465434  
(FEI number, if applicable)
4. November 3, 1983  
(Date of incorporation)
5. Perpetual  
(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. Mortgage services  
(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)

**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.*

Gail Shelby

(Registered agent's signature)

Gail Shelby, as agent

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: \_\_\_\_\_

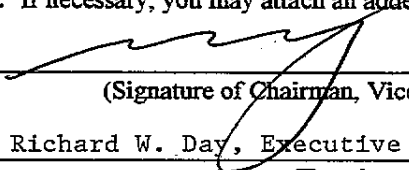
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

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

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**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard W. Day, Executive Vice President & Treasurer  
(Typed or printed name and capacity of person signing application)

**FAIRMOUNT MORTGAGE, INC.**  
(an Arizona corporation)

**ARTICLES OF INCORPORATION:** Filed November 3, 1983

**AMENDMENTS TO ARTICLES:** 10-01-85 Changed name from Coventry Mortgage, Inc. to Fairmount Mortgage, Inc.

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

**DATE ELECTED**

* Philip J. Dion	Director	01-02-91
* John A. Spencer	Chairman	01-09-98
* Richard W. Day	President & Treasurer	01-09-98 (04-08-86)
* John H. Gleason	Vice President	01-02-91
Elizabeth A. Miller	Vice President & Assistant Secretary	11-03-86
Nancy J. McBride	Vice President	06-10-91
Russell F. Keaton	Vice President	10-16-93
Anita Hughes	Vice President	07-01-97
C. Patrick Dempsey	Assistant Treasurer	06-01-95
Philip H. Darrow	Secretary	10-17-94
Beth Jo Zeitzer	Assistant Secretary	10-17-94
Mary S. Alexander	Assistant Secretary	07-18-96

\* Also Director

**CAPITAL STOCK:**

**Authorized:** 1,000,000; no par value

**Issued and Outstanding:**

<u>Certificate</u>	<u>Shares</u>	<u>Date</u>	<u>Issued To</u>
#1	400,000	Cancelled	Del Webb's Coventry Homes, Inc.
#2	400,000	05-10-94	Del Webb Corporation

**Custody:** Records Management

**PRESENT STATUS:** Provides mortgage service.

**BUSINESS QUALIFICATIONS**

Arizona	(11-03-83)
California	(02-10-92)
Nevada	(02-12-92)
Texas	(12-06-94)
South Carolina	(12-07-94)
Utah	(07-08-97)
Florida	
Illinois	

**STATUTORY AGENT**

Philip H. Darrow  
Prentice Hall Corporation System, Inc.  
Prentice Hall Corporation System, Inc.  
Prentice Hall Corporation System, Inc.  
Prentice Hall Corporation System, Inc.  
Corporation Service Company

**FISCAL YEAR:** June 30th

**EIN #:** 86-0465434

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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*

**\*\*\*FAIRMOUNT MORTGAGE, INC.\*\*\***

*a domestic corporation organized under the laws of the state of Arizona, did incorporate on November 3, 1983.*

*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 28th day of January, 1998, A. D.*



*Jack Rose*  
Executive Secretary

BY: *Michelle R. [Signature]*

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