

F98000004604



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 916930 4813417

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 5, 1998

ORDER TIME : 11:40 AM

ORDER NO. : 916930-005

CUSTOMER NO: 4813417

CUSTOMER: Ms. Patricia K. Strauss
Del Webb Corporation
6001 North 24th Street

Phoenix, AZ 85016

FILED
98 AUG -5 AM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: DEL WEBB CORPORATION

900002608199--3
-08/05/98--01086--004
*****78.75 *****78.75

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: Cassandra Bryant

dd 8/12/98

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98 AUG -5 PM 12:12
DIVISION OF CORPORATION

W28-17793



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 5, 1998

CSC

TALLAHASSEE, FL

SUBJECT: DEL WEBB CORPORATION
Ref. Number: W98000017793

RESUBMIT
Please give original
submission date as file date.

We have received your document for DEL WEBB CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 598A00040978

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98 AUG 12 AM 10:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

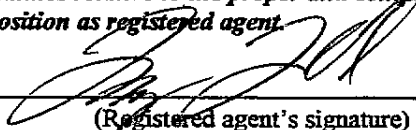
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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 Corporation
(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. Delaware 3. 86-0077724
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 16, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 13, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6001 North 24th Street
Phoenix, Arizona 85016
(Current mailing address)
8. Real Estate 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)

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)

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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TALLAHASSEE, FLORIDA

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: _____

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TALLAHASSEE, FLORIDA

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

14. John A. Spencer, Senior Vice President and Chief Financial Officer
(Typed or printed name and capacity of person signing application)

DEL WEBB CORPORATION
(a Delaware corporation)

CERTIFICATE OF INCORPORATION: Filed June 16, 1994

AMENDMENTS TO ARTICLES: 10-26-94: Amended and restated Certificate of Incorporation
11-02-94: Certificate of Merger filed merging Del Webb (Arizona) into Del Webb (Delaware)

DIRECTORS 6001 North 24th Street, Phoenix, AZ 85016

		<u>CLASS</u>	<u>DATE ELECTED</u>	<u>EXPIRATION</u>
Philip J. Dion	Chairman	III	11-16-87	1999
D. Kent Anderson		II	06-29-94	1998
LeRoy C. Hanneman		I	05-13-98	2000
Michael O. Maffie		III	04-30-97	1999
J. Russell Nelson		III	12-01-83	1999
Peter A. Nelson		III	01-26-84	1999
Michael E. Rossi		II	06-29-94	1998
Glenn W. Schaeffer		I	07-14-97	2000
C. Anthony Wainwright		I	05-20-88	2000
Sam Yellen		II	09-12-91	1998

OFFICERS 6001 North 24th Street, Phoenix, AZ 85016

		<u>DATE ELECTED</u>
Philip J. Dion	Chairman, Chief Executive Officer	11-16-87
LeRoy C. Hanneman	President & Chief Operating Officer	05-13-98
John A. Spencer	Sr. Vice President - Finance & Administration and Chief Financial Officer (04-21-93)	10-02-91
John H. Gleason	Sr. Vice President - Project Planning & Development (01-19-94)	02-01-90
Kimball Bannister	Vice President - Housing Construction	04-01-98
Larry W. Beckner	Vice President - Information Services	11-01-95
Robertson C. Jones	Sr. Vice President & General Counsel and Assistant Secretary (07-22-92)	01-02-92
Donald V. Mickus	Vice President, Treasurer and Secretary	11-19-85 06-17-91
David E. Rau	Vice President & Controller	02-15-91
M. Lynn Schuttenberg	Vice President - Human Resources	04-21-93
Robert R. Wagoner	Vice President - Land Development	01-19-94
C. Patrick Dempsey	Assistant Treasurer & Assistant Secretary (06-17-91)	02-06-85
Philip H. Darrow	Assistant Secretary	11-02-94
Mary S. Alexander	Assistant Secretary	06-17-91

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DATE ELECTED

<u>Sun City Hilton Head</u>	8 Buckingham Plantation Drive, Bluffton, SC 29910	
Richard L. Vandermeer	Vice President and General Manager	11-04-96
<u>Sun City Summerlin</u>	9555 Del Webb Blvd., Las Vegas, NV 89134	
Frank D. Pankratz	Sr. Vice President and General Manager (09-08-88)	05-13-96
<u>Sun City Roseville</u>	198 Cirby Way, Suite 155, Roseville, CA 92211	
John M. Murray	Vice President and General Manager	09-25-95
<u>Sun Cities Phoenix</u>	13950 Meeker Blvd., Sun City West, AZ 85375	
Charles T. Roach	Sr. Vice President and General Manager (01-19-94)	01-19-89
<u>Terravita/Bellasera</u>	14901 North Scottsdale Rd, Suite 200, Scottsdale, AZ 85254	
Anne L. Mariucci	Senior Vice President and General Manager (07-17-86)	05-13-96
<u>Del Webb's Sun City</u>	11800 Factory Shops Blvd., Suite 770 & 775, Huntley, IL 60142	
David G. Schreiner	Vice President - GM Chicago (09-01-97)	01-13-93
<u>Coventry Homes</u>	6001 North 24th Street, Phoenix, Arizona 85016	
Scott J. Peterson	Vice President	02-11-98
<u>Sun City Palm Desert</u>	39755 Berkey Drive, Palm Desert, CA 92211	
Helen M. McEnerney	Vice President	04-15-98

CAPITAL STOCK:

Authorized: 30,000,000 common shares, .001 par value;
10,000,000 preferred shares, .001 par value

BUSINESS QUALIFICATIONS

DATE

STATUTORY AGENT

Arizona	10-20-94	Robertson C. Jones
California	10-14-94	United States Corporation Company
Colorado	09-13-48	United States Corporation Company
Delaware	06-16-94	The Corporation Trust Company
Illinois	10-24-94	United States Corporation Company
Nevada	10-17-94	United States Corporation Company
New Jersey	10-03-78	United States Corporation Company
New Mexico	11-28-94	United States Corporation Company
New York	05-28-56	United States Corporation Company
S. Carolina	10-14-94	Prentice-Hall Corporation Systems, Inc.
Texas	10-14-94	United States Corporation Company
Wisconsin	03-20-96	Lawyers Incorporating Service Company

FISCAL YEAR: June 30th

EIN #: 86-0077724

STANDARD INDUSTRY CODE: SIC: 6552 (Land Development); 1531 (Operative Builder)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

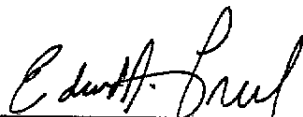
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEL WEBB CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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98 AUG -5 AM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9224348

DATE: 07-29-98