



THE UNITED STATES
CORPORATION
COMPANY

F99000005239

ACCOUNT NO. : 072100000032

REFERENCE : 402551 41001A

AUTHORIZATION :

Patricia Pizzi

COST LIMIT : \$ 78.75

ORDER DATE : October 7, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 402551-015

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch
The St. Joe Company
Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

400003011794--5

FOREIGN FILINGS

NAME: ARVIDA HOUSING L.P., INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

(6)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
99OCT 11 PM 4:46
OCT 11 PM 2:26
DIVISION OF STATE
REGISTRATION & CORPORATIONS
TALLAHASSEE, FLORIDA

hpk 10/11/99

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ARVIDA HOUSING L.P., 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:

SUSAN WHITLATCH

(Name of Person)

THE ST. JOE COMPANY

(Firm/Company)

1650 Prudential Drive, Suite 400

(Address)

Jacksonville, Florida 32207

(City/State/Zip)

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

Susan Whitlatch at (904) 858-5236
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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DIVISION OF CORPORATIONS
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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. ARVIDA HOUSING L.P., 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. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. _____
(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing of this authorization to transact business

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. The St. Joe Comapny c/o Susan Whitlatch, 1650 Prudential Drive, Suite
400, Jacksonville, Florida 32207

(Current mailing address)

8. building residential homes

(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: Lawrence Paine

Office Address: 1650 Prudential Drive, Suite 400

Jacksonville, Florida, 32207

(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James D. Motta

Address: 7900 Glades Road

Boca Raton, Florida 33434

Director: Michael N. Regan

Address: 1650 Prudential Drive, Suite 400

Jacksonville, Florida 32207

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED LIST OF OFFICERS

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. Alison D. Kennedy, Vice President and Assistant Secretary

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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OFFICERS
OF
ARVIDA HOUSING L.P., INC.

OFFICER	ADDRESS	OFFICE HELD
James D. Motta	7900 Glades Road Suite 200 Boca Raton, FL 33434	President
Michael N. Regan	1650 Prudential Drive Suite 400 Jacksonville, FL 32207	Senior Vice President and Treasurer
Robert M. Rhodes	1650 Prudential Drive Suite 400 Jacksonville, FL 32207	Senior Vice President, General Counsel and Secretary
Charles Douglas Duke	2800 S. Highway 77 Lynn Haven, FL 32444	Vice President
James Rester	415 Beckrich Road Suite 350 Panama City Beach, FL 32407	Vice President
Lewis B. Howell	2800 S. Highway 77 Lynn Haven, FL 32444	Vice President
William Britton Greene	415 Beckrich Road Suite 350 Panama City Beach, FL 32407	Vice President
John Baric	7900 Glades Road Suite 200 Boca Raton, FL 33434	Vice President and Assistant Secretary
Mark D. Lassman	7900 Glades Road Suite 200 Boca Raton, FL 33434	Vice President and Assistant Treasurer
Alison D. Kennedy	1650 Prudential Drive Suite 400 Jacksonville, FL 32207	Vice President and Assistant Secretary
Susan G. Whitlatch	1650 Prudential Drive Suite 400 Jacksonville, FL 32207	Assistant Secretary

99 OCT 11
 DIVISION OF CORPORATIONS
 1419 STATE ST.

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARVIDA HOUSING L.P., INC." 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 SEVENTH DAY OF OCTOBER, A.D. 1999. - - -

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 11 PM 4:44



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

3108524 8300

DATE: 0015830

991424942

10-07-99