



M02000002542

ACCOUNT NO. : 072100000032

REFERENCE : 758805 4371467

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 160.00

ORDER DATE : September 25, 2002

ORDER TIME : 11:26 AM

ORDER NO. : 758805-005

400008023284--2

CUSTOMER NO: 4371467

CUSTOMER: Ms. Michele Medlin
Hillwood Development
12377 Merit Dr.
1700 Lakeside Sq.
Dallas, TX 75251

FILED
02 SEP 25 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: WHCC, LLC

BK

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

RECEIVED
02 SEP 25 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:*

1. WHCC, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 38-3659374
(FEI number, if applicable)
4. September 11, 2002
(Date of Organization)
5. December 31, 2052 or such date as allowed pursuant to the limited liability agreement of the members
(Duration: Year limited liability company will cease to exist or "perpetual").
6. September 18, 2002
Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 11988 El Camino Real, Suite 300
San Diego, California 92130
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Heritage Golf Weston, LLC
11988 El Camino Real, Suite 300
San Diego, California 92130
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Real estate ownership

HERITAGE GOLF WESTON, LLC

By: [Signature]
Name: Gary L. Dee
Title: Executive Vice President

02 SEP 25 PM 4:11:8
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

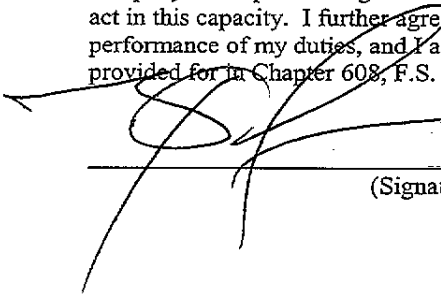
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the Limited Liability Company is:

WHCC, LLC
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Brian Courtney
Asst. V. Pres.
(Signature)

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TALLAHASSEE, FLORIDA

Delaware

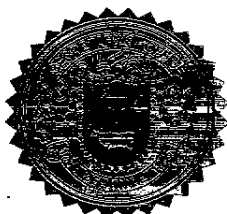
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHCC, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WHCC, LLC" WAS FORMED ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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020581901

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1989761

DATE: 09-18-02