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APPLICATION BY FOREIGN CORPORATION FOR AU PHORIZATION TO TRANSACT BURINESS 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:

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Officers:	Donald R. Horton			
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY D.R. HORTON, 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 DATE SHOWN BELOW.

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

721295088

AUTHENTICATION:

*3210017

DATE: 10/22/1991

Document Number Only C T CORPORATION SYSTEM Requestor's Name 1311 Executive Center Drive, Suite #200 Address (904) Tallahassee, Florida 32301 656-8298 City State Zip Phone *ANY QUESTIONS CALL CONNIE OR MELANIE* ecember 31, 991 CORPORATION(S) NAME R. Herrica, Tor. - Orrenda America merging note. () Profit () NonProfit () Amendment Merger () Foreign () Dissolution/Withdrawal () Mark () Limited Partnership () Annual Report () Other () Reinstatement () Reservation () Change of R.A. () Fictitious Name Filino Certified Copy () Photo Copies () CUS (0) () Call When Ready () Call if Problem () After 4:30 ,∤⊀Walk In () Will Wait **№** Pick Up () Mail Out Name Availability 12/15/51 Document 3 00 Update CR2E031 (1-89)

ARTICLES OF MERGER

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December 31, MIL

ARTICLES OF MERCER

OF

D. R. HORTON, INC. - ORLANDO DIVISION

WITH AMD INTO

D.R. HORTOW, INC.

December 3, 1991

FILED PN 1: 28

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the Delaware General Corporation Law (the "DGCL"), D. R. Horton, Inc. - Orlando Division, a Plorida corporation (the "Company"), and D.R. Horton, Inc., a Delaware corporation (the "Delaware Company" and, with the Company, the "Merging Companies"), execute these Articles of Merger for the purposes of merging the Company with and into the Delaware Company, with the Delaware Company being the surviving corporation (the "Merger").

- 1. Merger Agreement. Attached hereto as Exhibit A and incorporated herein by reference is the Plan of Reorganization and Agreement of Merger, as amended (the "Merger Agreement"), that was adopted by the respective Boards of Directors of the Merging Companies pursuant to and in the manner prescribed by the applicable provisions of the FBCA and the DGCL.
- 2. <u>Effective Time</u>. The Merger will become effective upon the latest to occur of (i) filing of articles of merger with the Department of State of the State of Florida in accordance with Section 607.1105 of the FBCA, (ii) issuance of a certificate of merger by the Secretary of State of the State of Delaware in accordance with the provisions of Section 252 of the DGCL, and (iii) 11:59 p.m. Eastern Time on December 31, 1991.
- 3. <u>Shareholder Approval</u>. The Merger Agreement was approved by the shareholders of the Company and by Donald R. Horton, the sole stockholder of the Delaware Company, on October 29, 1991.

IN WITNESS WHEREOF, the parties have executed there Articles of Merger as of the date first written above.

ATTEST:

Regine Bottomley

Assistant Secretary

ATTEST:

Alan Jacobs Secretary D. R. HORTON, TOUR ORGANDO TOTAS PAS

Donald R. Hor

President

D.R. BORTON, INC.

Donald R. Horton

President

PLAN OF REORGANIZATION AND AGREEMENT OF MERGER

This PLAN OF REORGANIZATION AND AGREEMENT OF MERCEN (hereinafter called the "Merger Agreement") is made as of October 24, 1991, by and between D. R. HORTON, INC., a Delaware corporation (hereinafter sometimes called "Delaware Company" or "Surviving Company"), and D. R. HORTON, INC. - ORLANDO DIVISION, a Florida corporation (hereinafter called "Florida Company").

WITNESSETH:

WHEREAS, Donald R. Borton owns 1,000 shares of common stock, par value \$.01 per share, of Delaware Company ("Delaware Common Stock"), which constitutes all of the issued and outstanding shares of capital stock of Delaware Company; and

WHEREAS, Delaware Company has contemporaneously herewith entered into a Plan of Reorganization and Agreement of Merger containing terms substantially identical to those set forth herein with each of D. R. Horton, Inc., a Texas corporation, D.T. Construction, Inc., D. and L. Horton Construction, Inc., Don-Taw Construction I, Inc., Borton & Williams, Inc., R & R. Horton, Inc., D. R. Horton, Inc. - Atlanta Division, D. R. Horton, Inc. - Charlotte Division, D. R. Horton, Inc. - Houston Division, Horton Homes of Fibenix, Inc., D. R. Horton, Inc. - Petomac Division, Bredford Pala Development Corporation, DRH Land Co., Inc., DR Horton Land Company, Inc., Glade Landing Development Corporation, Horton & Tomnitz, Inc., HT Investment Company, Inc., HTI Cevington Square Development Corporation, HTI Oak Hollow Development Corporation, HTI Summer Hills Development Corporation, HTI Willow Greek Development Corporation, Shadow Glen Development Corporation and Wellington Park Development Company" and collectively called the "Affiliabed Companies"); and

WHEREAS, Florida Company and Delaware Company desire to adopt a plan of reorganization resulting in a tax free "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the directors of Florida Company and Delaware Company deem it advisable and to the advantage of said corporations that Florida Company merge with and into Delaware Company pursuant to the provisions of this Merger Agreement;

- NOW, . REFORE, the parties do hereby adopt and make themselves parties to the plan of reorganization encompassed by this Merger Agreement and do hereby agree that Florida Company shall merge with and into Delaware Company in accordance with the following terms, conditions and other provisions:
 - 1. Merger. Florida Company shall be merged with and into Delaware Company, and Delaware Company shall survive the merger and shall be the Surviving Company, effective upon the date when this Merger Agreement is made effective in accordance with applicable law (the "Effective Time").
 - 2. Articles of Incorporation and Bylaws. The Certificate of Incorporation of Delaware Company, as amended and in effect as of the Effective Time, shall continue to be the Certificate of Incorporation of Surviving Company without change or amendment until further amended in accordance with the provisions thereof and applicable law. The Bylaws of Delaware Company, as amended and in effect as of the Effective Time, shall continue to be the Bylaws of Surviving Company without change or amendment until further amended in accordance with the provisions thereof and applicable law.
 - 3. <u>Directors and Officers</u>. The directors and officers of Delaware Company shall remain directors and officers, respectively, of Surviving Company as of the Effective Time until expiration of their current terms as such or prior resignation, removal or death.
 - 4. <u>Succession</u>. As of the Effective Time, Delaware Company shall succeed to Florida Company in the manner of and as more fully set forth in Section 259 of the General Corporation Law of the State of Delaware.
 - 5. Further Assurances. From time to time, as and when required by Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of Florida Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Florida Company, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Surviving Company are fully authorized in the name of and on behalf of Florida Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.
 - 6. Common Stock. Upon the Effective Time, by virtue of the merger and without any action on the part of the holder

thereof, each share of the common stock of Florida Company outstanding immediately prior thereto shall be changed and converted into that number of fully paid and nonassessable whole shares of Delaware Common Stock as shall equal the quotient of:

X - x 350,000 Y

where X equals the total stockholders' equity of Florida Company (before any intercompany eliminations) as of the Effective Time, or zero if Florida Company's stockholders' equity (before any intercompany eliminations) is negative as of such time, Y equals the combined stockholders' equity (before any intercompany eliminations) of Florida Company (included at zero if Florida Company's stockholders' equity is negative) and each Affiliated Company with a positive stockholders' equity as of the Effective Time that merges with and into Surviving Company, and Z equals the total number of outstanding shares of Florida Company as of the Effective Time, and the 1,000 outstanding shares of Delaware Company owned by Donald R. Horton as of the Effective Time shall be redeemed and canceled.

No fraction of a share of Delaware Common Stock shall be issued, but in lieu thereof each holder of shares of common stock of Florida Company who would otherwise be entitled to a fraction of a share of Delaware Common Stock shall, upon surrender thereof to the Secretary of Delaware Company, be paid an amount in cash equal to the value of such fraction of a share based upon the stockholders' equity of Delaware Company at the Effective Time. No interest shall be paid on such amount.

7. Stock Certificates. On and after the Effective Time, all of the outstanding certificates which prior to that time represented shares of the common stock of Plorida Company shall be deemed for all purposes to evidence ownership of and to represent the shares of Delaware Company into which the shares of Plorida Company represented by such certificates have been converted as herein provided. The registered owner on the books and records of Florida Company of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Delaware Company, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Delaware Common Stock evidenced by such outstanding certificate as above provided.

- 8. Termination of Retirement Plans. Plorida Company shall terminate the D. R. Borton, Inc. Orlando Division Money Purchase Plan and the D. R. Horton, Inc. Orlando Division Profit Sharing Plan as of December 31, 1991, and take, or cause to be taken, any and all actions necessary to effectuate such terminations and to distribute the benefits accrued thereum er to the participants in each plan.
- 9. Conditions Precedent. (a) The obligations of each of the parties hereto to consummate the transactions contemplated in this Merger Agreement shall be subject to the following conditions:
 - (i) On or before the Effective Time, all necessary corporate actions, including Board of Directors and shareholders approvals, shall have been taken and obtained;
 - (ii) Each of the parties hereto shall have fully performed and complied with all covenants, agreements and conditions set forth herein to be performed or complied with by such party at or prior to the Effective Time; and
 - (iii) At the Effective Time, there shall not have been instituted or be pending or threatened any suit, action or other proceeding by any natural person, firm, corporation, partnership, association, governmental body or other entity seeking to restrain, prohibit or collect damages or seek an accounting as a result of any of the transactions contemplated by the Merger Agreement, other than actions taken or threatened to perfect dissenters' rights.
- (b) In addition to the conditions set forth in subparagraph (a), the obligations of the Delaware Company to consummate the transactions contemplated in this Merger Agreement shall be subject to the following conditions:
 - (i) At or before the Effective Time, Plorida Company shall have obtained all licenses, permits, certifications, consents, authorizations and approvals, including without limitation those of lenders and landlords deemed necessary or advisable by Delaware Company;
 - (ii) Bach shareholder of Plorida Company shall have completed, executed and delivered to Delaware Company a shareholder's questionnaire and general release, each in a form acceptable to Delaware Company, before the Effective Time; and

- (iii) The general manager of the Florida Company and such other employees of the Florida Company as the Delaware Company shall select shall each have executed and delivered a Non-Competition Agreement in a form acceptable to the Delaware Company before the Effective Time.
- 10. Abandonment. At any time before the Effective Time, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either Florida Company or Delaware Company or both, notwithstanding approval of this Merger Agreement by the shareholders of either company. In the event of any termination of this Agreement and abandonment of the Merger as contemplated herein, Florida Company and Delaware Company shall have no obligation or liability to each other, except that nothing herein and no termination pursuant hereto shall relieve any party from liability for any breach of this Agreement.
- 11. Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Florida Company and Delaware Company, is hereby executed on behalf of each of said corporations by their respective officers thereunto duly authorized.

SEAL

D. R. HORTON, INC. A Delaware corporation

Donald R. Horton

Secretary

SEAL

D. R. HCATON, INC. -ORLANDO DIVISION A Plorida corporation

President

ATTESTED:

Macora & Horron

Secretary

By: Mutty E. Hourn
Martha B. Borton

Secretary

TO

PLAN OF REORGANIZATION AND AGREEMENT OF MERGER

This AMENDMENT NO. 1 TO PLAN OF REORGANIZATION AND AGREEMENT OF MERGER (hereinafter called "Amendment No. 1") is made as of November 5, 1991, by and between D. R. HORTON, INC., a Delaware corporation (hereinafter called the "Delaware Company") and D. R. HORTON, INC. - ORLANDO DIVISION, a Florida corporation (hereinafter called the "Florida Company").

WITNESSETH:

WHEREAS, the Delaware Company and the Florida Company did enter into that certain Plan of Reorganization and Agreement of Merger, dated October 29, 1991 (the "Merger Agreement");

WHEREAS, the Delaware Company did subsequently enter into a Plan of Reorganization and Agreement of Merger with D. R. Horton, Inc. - Phoenix Division (the "Phoenix Company"); and

WHEREAS, the parties hereto desire to amend the Merger Agreement for the purpose of adding the Phoenix Company as an Affiliated Company, as defined in the Merger Agreement;

NOW, THEREPOPE, in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

- 1. The second recital in the Merger Agreement shall be "mended to include the name of the Phoenix Company among the other companies enumerated therein and defined as an "Affiliated Company" or collectively the "Affiliated Companies."
- 2. The Phoenix Company shall be treated and included as an Affiliated Company for all purposes and intents of the Merger Agreement.
- 3. Except as otherwise set forth in this Amendment No. 1, all of the terms, conditions and other provisions of the Merger Agreement shall remain in full force and effect.

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IN WITNESS WHEREOF, this Amendment No. 1 is hereby executed on behalf of each of the parties by their respective officers thereunto duly authorized.

D. R. BORTON, INC.
A Delaware corporation

By L.L. Donald R. Horton
President

By Alan Jacobs
Secretary

D. R. BORTON, INC. - ORLANDO DIVISION
A Plorida Corporation

SEAL

By A.L. Horton
President

By M. L. Horton
President

By Mart. E. Horton
Sec. - y

CORPORATE STATUS WILL BE DELINGUENT AFTER JULY 1ST.

1812 C32

APPROVED SEC. OF STATE ORATIONS DIV.

CORPORATION

ANNUAL REPORT 1992



FLORIDA DEPARTMENT OF STATE Jan Same Sourcean, or State DIVISION OF CORPORATIONS

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1. Name and Making Address of Corporation DOCUMENT #P38059

BD. R. HORTON, INC. 2221 EAST LAMAR BLVD. ARLINGTON TX 78008-7414

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P/C/D	HORTON, DONALD R.	2221 E. LAMAR BLVD.,#950	ARLINGTON, TX
V/S/D	JACOBS, ALAN	2221 E. LAMAR BLVD.,#950	ARLINGTON, TX
V/T/D	KELLER, DAVID J.	2221 E. LAWAR BLVD.,#950	ARLINGTON, TX
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Alan Jacobs

A Formula Agent Asserting Application

and Secretary

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12. Should you wish to contribute to the Election Campaign Financing Trust Fund, check the too, and include an additional \$5.00 to the firing lee-

V/ Willis D. Borton 2434 Hwy 120, Duluth, GA

V/ Allen Henney 2300 Henderson Mill Road, Atlanta, GA

V/ Scott Stone 8430 Unversity Park Executive Dr., Charlotte, N.C.

V/ Terrill J. Horton 2505 M. Hwy. 360, Arlington, TX

V/ Butaw Horton 2505 H. Hwy. 360, Arlington, TX

V/ Richard L. Horton 310 E. I-30, Garland, TX

V/ Donald J. Tomnitz 2000 Bering Drive, Houston, TX

V/ David Auld 130 University Park, Winter Park, FL

V/ William Peck 4500 S. Lakeshore, Tempe, Al

V/ John Schlichenmaier 7700 Leesburg Pike, Falls Church, VA

V/ Robert J. Richter 7700 Leesburg Pike, Falls Church, VA

V.' Stephen Beeson 401 Harrison Oaks Blvd., Cary, N.C.

V/ Duncan McArthur 25 B. Huntington Dr., Arcadia, CA

" Ple Now. Pling Fee after May 1 to \$500.00

CORPORATION ANNUAL REPORT 1993



FLORIDA DEPARTMENT OF STATE Jan Graffi Secretary of State DIVISION OF COMPONATIONS

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Signature

Printing Name of Sonno Dicer or Dector

John M. Sagarich

Secretary

TAN April 26, 1993

(817) 856-8200

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D.R. EORTON, INC.

V/	Richard Beckwitt	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/D	Terrill J. Horton	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/	Eutaw Horton	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/D	Richard L. Horton	310 E. I-30, Suite 220-A Garland, Texas 75043
V/	Donald J. Tomnitz	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/	David Auld	130 University Park, Suite 290 Winter Park, Plorida 32792
v/	William Peck	4500 S. Lakeshore, Suite 415 Tempe, Arizona 85282
V/	John W. Schlichenmaier	2000 Bering Dr., Suite 830 Bouston, Texas 77057
V/	Robert J. Richter	7700 Leesburg Pike, Suite 434 Palls Church, Virginia 22043
V/	Stephen Beeson	401 Harrison Oaks Blvd., Suite 128 Cary, North Carolina 27513
V/	Gordon D. Jones	1901 Ascension Blvd., Suite 100 Arlington, Texas 76006
V/	Jack Ogden	215 Queens Road, Suite 200 Charlotte, North Carolina 28240
V/	Joseph M. Dulla	5999 New Wilke Rd., Suite 306 Rolling Meadows, Illinois 60008
V/	William McCrabb, III	10100 W Sample Road, Suite 313, Coral Springs, Florada 33065
V/	David R. Adams	9192 South 300 West, Suite 23 Sandy, Utah 84070
D/	Richard I. Galland	4547 Miron Drive Dallas, Texas 75220

p.R. Morton, IMC. (cont'd)

D/	Francine I. Neff	1509 Sagebrush Trail SE Albuquerque, New Mexico	87123
D/	Terence C. Golden	4401 Cathedral Ave., NW Washington, D.C. 20016	

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