



FO1000003529

ACCOUNT NO. : 072100000032
 REFERENCE : 205724 4329906
 AUTHORIZATION :
 COST LIMIT : \$ 70.00

FILED
 01 JUL -3 1PM 14:30
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

ORDER DATE : June 29, 2001
 ORDER TIME : 10:41 AM
 ORDER NO. : 205724-005
 CUSTOMER NO: 4329906
 CUSTOMER: Ms. Carolyn M. Hughes
 Shell Oil Company
 910 Louisiana
 Room 4555
 Houston, TX 77002

Patricia P. [Signature]
RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 JUL -3 AM 11:26
 NOT RETURNED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

(7)

FOREIGN FILINGS

NAME: SHELL COMMUNITY FINANCING COMPANY **BK**

600004458076--3

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
01 JUL -3 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 3, 2001

JANNA WILSON
CSC
TALLAHASSEE, FL

SUBJECT: SHELL COMMUNITY FINANCING COMPANY
Ref. Number: W01000015310

We have received your document for SHELL COMMUNITY FINANCING COMPANY and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The Registered Agent MUST SIGN the acceptance statement in Item 10.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 001A00039723

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUL -3 PM 3:49

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

RESUBMIT
Please file original
submission date as file date.

FILED
01 JUL -3 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SHELL COMMUNITY FINANCING COMPANY
(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:

CAROLYN HUGHES
(Name of Person)

SHELL OIL COMPANY
(Firm/Company)

P. O. BOX 2463
(Address)

HOUSTON, TEXAS 77252-2463
(City/State and Zip code)

For further information concerning this matter, please call:

CAROLYN HUGHES at (713) 241-5091
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
JUL 3 4 30 PM
SECRETARY OF STATE
TALLAHASSEE, 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. SHELL COMMUNITY FINANCING COMPANY
(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. 76-0561633
(FEI number, if applicable)

4. JANUARY 12, 1998
(Date of incorporation)

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

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 910 LOUISIANA
(Principal office address)

P. O. BOX 2463, HOUSTON, TX 77252-2463
(Current mailing address)

TO CONDUCT COMMUNITY ECONOMIC DEVELOPMENT LENDING ACTIVITIES

8. _____
(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
(City) (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.

Corporation Service Company

Laura R. Dunlap
(Registered agent's signature)

Laura R. Dunlap
as its 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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

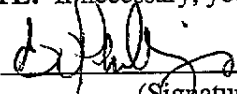
Secretary: _____

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. E. V. PHILLIPS, SECRETARY
(Typed or printed name and capacity of person signing application)

FILED
01 JUL '3 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors, Officers Report

Shell Community Financing Company

06/28/2001
FILED
01 JUL -3 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS

R. W. Leftwich Primary Address:	910 Louisiana Houston, TX 77002	Chairman of the Board
J. Adams Primary Address:	910 Louisiana Houston, TX 77002	Director
C. A. Lamboley Primary Address:	910 Louisiana Houston, TX 77002	Director
A. H. Myres Primary Address:	910 Louisiana Houston, TX 77002	Director
P. Thomas Primary Address:	910 Louisiana Houston, TX 77002	Director

OFFICERS

R. W. Leftwich Primary Address:	910 Louisiana Houston, TX 77002	President
C. A. Deere Primary Address:	910 Louisiana Houston, TX 77002	Vice President - Finance
J. J. Pancotti Primary Address:	910 Louisiana Houston, TX 77002	Vice President - Tax
C. K. Potter Primary Address:	910 Louisiana Houston, TX 77002	Treasurer
E. V. Phillips Primary Address:	910 Louisiana Houston, TX 77002	Secretary
S. J. Paul Primary Address:	910 Louisiana Houston, TX 77002	Assistant Secretary
S. Franklin Primary Address:	910 Louisiana Houston, TX 77002	Senior Credit Officer

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHELL COMMUNITY FINANCING COMPANY" 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 JUNE, A.D. 2001.

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

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

FILED
01 JUL -3 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2845002 8300

010315882

AUTHENTICATION: 1219935

DATE: 06-29-01