

# F95000004849

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

CORPORATION(S) NAME

400001603074  
-10/06/95--01081--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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STATE  
95 OCT - 5 PM 12:53  
REC'D CIVIL

FN Development Company, Alpha

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Foreign        | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of N.A.     |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS/ C/B           |
| <input type="checkbox"/> Certified Copy            | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In        |   |   |
| <input type="checkbox"/> Mail Out                  |   |   |

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

10/6/95  
3:00

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**FN DEVELOPMENT COMPANY, BRAVO  
135 MAIN STREET  
SAN FRANCISCO, CA 94105**

Secretary of State  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Consent to Use of Name

Dear Sir/Madam:

FN Development Company, Bravo, a corporation organized under the laws of California and qualified to do business as a Foreign Corporation in the State of Florida, hereby consents to the use of the name "FN Development Company, Alpha" in Florida by another corporation.

Dated:

By: *[Signature]*  
Executive Vice President

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. FN Development Company, Alpha  
(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. California  
(State or country under the law of which it is incorporated)

3. 95-4387158  
(FEI number, if applicable)

4. 09/10/92  
(Date of incorporation)

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

6. 10/06/95  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 135 Main Street  
San Francisco, CA 94105  
(Current mailing address)

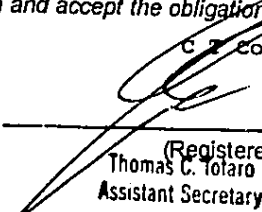
8. Buying, selling and managing interests in real property, loans and other assets and liabilities.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of  
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine  
Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System  
  
(Registered agent's signature) (Officer)  
Thomas C. Tolaro  
Assistant Secretary  
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman:           Please see Exhibit A          

Address: \_\_\_\_\_  
          \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
          \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
          \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
          \_\_\_\_\_

B. OFFICERS

President:           Please see Exhibit A          

Address: \_\_\_\_\_  
          \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
          \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
          \_\_\_\_\_

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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Karin T. Kroglus*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Karin T. Kroglus, Executive Vice President  
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

FN DEVELOPMENT COMPANY, ALPHA

DIRECTORS:

Jack A. Frazee  
135 Main Street  
San Francisco, CA 94105

John G. Markley  
135 Main Street  
San Francisco, CA 94105

Frederick T. Waldeck  
135 Main Street  
San Francisco, CA 94105

OFFICERS:

Frederick T. Waldeck  
Chairman of the Board  
135 Main Street  
San Francisco, CA 94105

John G. Markley  
President  
135 Main Street  
San Francisco, CA 94105

Karin T. Krogius  
Executive Vice President  
135 Main Street  
San Francisco, CA 94105

Robert R. Edmonston  
Senior Vice President and  
Chief Financial Officer  
135 Main Street  
San Francisco, CA 94105

Daniel J. Heinrich  
Senior Vice President,  
Treasurer and Chief Tax  
Officer  
135 Main Street  
San Francisco, CA 94105

OFFICERS CONTINUED

Hudson Lee  
First Vice President and  
Controller  
135 Main Street  
San Francisco, CA 94105

Richard W. Hamm  
Senior Vice President  
135 Main Street  
San Francisco, CA 94105

Peter L. Jacobs  
Senior Vice President  
135 Main Street  
San Francisco, CA 94105

Robert W. Kaczmarek  
Senior Vice President  
135 Main Street  
San Francisco, CA 94105

Scott B. Goldie  
Vice President  
135 Main Street  
San Francisco, CA 94105

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OFFICERS CONTINUED

Debbie Olive  
Vice President  
135 Main Street  
San Francisco, CA 94105

Scott D. McKinlay  
Secretary  
135 Main Street  
San Francisco, CA 94105

Elizabeth A. Albano  
Assistant Secretary  
135 Main Street  
San Francisco, CA 94105

Patricia Chavez  
Assistant Secretary  
135 Main Street  
San Francisco, CA 94105

Lisa DeLong  
Assistant Secretary  
135 Main Street  
San Francisco, CA 94105

Richard Hamm  
Assistant Secretary  
135 Main Street  
San Francisco, CA 94105

Peter L. Jacobs  
Assistant Secretary  
135 Main Street  
San Francisco, CA 94105

Kathleen Johnstone  
Assistant Secretary  
135 Main Street  
San Francisco, CA 94105

Cheryl Kelly  
Assistant Secretary  
135 Main Street  
San Francisco, CA 94105

Linda Robben  
Assistant Secretary  
135 Main Street  
San Francisco, CA 94105

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# State of California

SECRETARY OF STATE



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DIVISION OF CORPORATIONS  
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## CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 9th day of September, 1992

FN DEVELOPMENT COMPANY, ALPHA

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 3rd day of October, 1995



*Bill Jones*  
BILL JONES  
Secretary of State



# F95000004849

~~Demstate~~  
 Requestor's Name  
 PO Box 11271  
 Address  
 Tall FL  
 City/State/Zip Phone #

200002028162--0  
 -12/12/96--01102--012  
 \*\*\*\*140.00 \*\*\*\*140.00

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. FN Development Company, Alpha  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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 Mail out       Will wait       Photocopy       Certificate of Status

*Filed two (2)*

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*AC 12/12*

*501/21*

Examiner's Initials	
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# PROFIT CORPORATION

## APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

### SECTION I

(1-3 must be completed)

1. FN Development Company; Alpha  
Name of corporation as it appears on the records of the Department of State.
2. California 3. 10/06/1995  
Incorporated under laws of Date authorized to do business in Florida

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### SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 4, 1996
5. Pacific Bay Homes, Inc.  
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
New Jurisdiction

Karin J G  
Signature  
Karin Krogius  
Typed or printed name

11-19-96  
Date  
Executive Vice President, Asst. Secretary  
Title



**SECRETARY OF STATE**

*I, BILL JONES, Secretary of State of the State of California, hereby certify:*

*That on the* 4th *day of* September *, 19* 96 *,*

*there was filed in this office a(n)* AGREEMENT OF MERGER

*whereby, Article* I *of the Articles of Incorporation of*

FN DEVELOPMENT COMPANY, ALPHA

*a California corporation, was amended to set forth a change of corporate name to*

PACIFIC BAY HOMES



*IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this  
10th day of December, 1996.*

*Bill Jones*  
*Secretary of State*