

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Apr 20 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE  
**Sandra B. Mortham**  
 Secretary of State  
 DIVISION OF CORPORATIONS

**DOCUMENT # F95000004849 (4)**  
 1. Corporation Name  
**PACIFIC BAY HOMES, INC.**



DO NOT WRITE IN THIS SPACE

Principal Place of Business  
**275 BATTERY STREET  
 23RD FL  
 SAN FRANCISCO CA 94105  
 US**

Mailing Address  
**C/O FORD MOTOR COMPANY  
 THE AMERICAN ROAD RM 570 WHO  
 DEARBORN MI 48121  
 US**

3. Date Incorporated or Qualified  
**10/06/1995**

4. FEI Number  
**95-4387158**

5. Certificate of Status Desired  **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution  **\$5.00 May Be Added to Fees**

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.  Yes  No

2. Principal Place of Business  
 21. Suite, Apt. #, etc.  
 22. City & State  
 23. Zip  
 24. Country

2a. Mailing Address  
 26. Suite, Apt. #, etc.  
 27. City & State  
 28. Zip  
 29. Country

9. Name and Address of Current Registered Agent  
**C T CORPORATION SYSTEM  
 1200 SOUTH PINE ISLAND ROAD  
 PLANTATION FL 33324**

81. Name  
 82. Street Address (P.O. Box Number is Not Acceptable)  
 83.  
 84. City  
 FL 85. Zip Code

10. Name and Address of New Registered Agent

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALDECK, FREDERICK T	1.2 NAME	
STREET ADDRESS	135 MAIN STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARKLEY, JOHN G	2.2 NAME	
STREET ADDRESS	135 MAIN STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OLIVE, DEBBIE	3.2 NAME	
STREET ADDRESS	275 BATTERY STREET 23RD FL	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	3.4 CITY-ST-ZIP	
TITLE	AT	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOPEZ, TAMI	4.2 NAME	
STREET ADDRESS	THE AMERICAN RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	DEARBORN MI 48121	4.4 CITY-ST-ZIP	
TITLE	S	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCKINLAY, SCOTT	5.2 NAME	
STREET ADDRESS	275 BATTERY ST 23RD FLOOR	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	5.4 CITY-ST-ZIP	
TITLE	CFO	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALVAREZ, F. RENE	6.2 NAME	
STREET ADDRESS	275 BATTERY STREET 23RD FLOOR	6.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	6.4 CITY-ST-ZIP	

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4-20  
 [Signature]

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an address.

ASS4 Treasurer

CR2E034 (10/97)

Monday, September 08, 1997

Pacific Bay Homes

DIRECTORS:

Jack A. Frazee	Director
Robert G. Jackson	Director
John G. Markley	Director
Bill D. Pickel	Director
Frederick T. Waldeck	Director
Kenneth Whipple	Director

OFFICERS:

F. Rene Alvarez, Jr.	Chief Financial Officer
Kenneth Whipple	Chairman of the Board
John G. Markley	President
Karin T. Krogus	Executive Vice President & Assistant Secretary
F. Rene Alvarez, Jr.	Senior Vice President
Richard W. Hamm	Senior Vice President
Patrick Hayes	Senior Vice President
Elizabeth Jackson	Senior Vice President
Robert W. Kaczmarek	Senior Vice President
Chris Yelich	Vice President
Debbie Olive	Secretary
Scott McKinlay	Assistant Secretary
Sherry Bonnema	Assistant Secretary
Patricia Chavez	Assistant Secretary
Kerry Farwick	Assistant Secretary
Cheryl Kelly	Assistant Secretary
Linda Robben	
Tami Lopez	Assistant Treasurer/Tax Officer

Address: 275 Battery Street  
23rd Floor  
San Francisco, CA 94111