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File Number 85 245 399
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SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



To all to whom these presents shall come, Greeting:

I, Jim Edgar, Secretary of State of the State of Illinois,
do hereby certify that

THE FOLLOWING AND HERETO ATTACHED IS A TRUE
COPY OF THE AMENDED CERTIFICATE OF AUTHORITY OF CENTEX HOMES
ENTERPRISES, INC.*****

COOK COUNTY, ILLINOIS
FILED FOR RECORD

OCT 21 PM 2:59

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In Testimony Whereof,

I have set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 15TH
day of AUGUST 1985

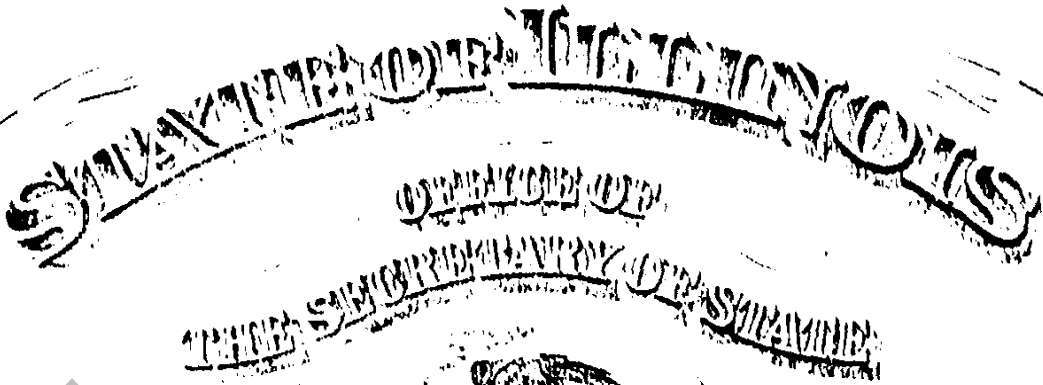


Jim Edgar
SECRETARY OF STATE

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File Number 432-141-4501



Property of Cook County Clerk's Office

Whereas,

APPLICATION FOR AIDED CERTIFICATE OF AUTHORITY OF CENTEX GAMES ENTERPRISES, IIC, INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1934.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 13TH day of JULY AD 1935 and of the Independence of the United States the two hundred and 11TH

(SEAL)

Jim Edgar
SECRETARY OF STATE

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1815 2450

BCA-13.40 (Rev. Jul. 1984)

File # 5336-129-3

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

| | |
|---|--------------------|
| This Space For Use By Secretary of State | |
| Date | 7-18-85 |
| License Fee | \$ |
| Franchise Tax | \$ |
| Filing Fee | \$ 72.00 |
| Penalties | \$ |
| Clerk | <i>[Signature]</i> |

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is Centex Homes Corporation

and, if a change of name is being reported, the new corporate name is _____

Centex Homes Enterprises, Inc.

2. State or Country of Incorporation Nevada; Date of Incorporation 1/22/70; Period of Duration perpetual

3. The address of its principal office, wherever located, is 4600 Republic Bank Tower
Dallas, Texas 75201

and the address of its principal office in Illinois is c/o C/T Corporation System
208 S. La Salle Street, Chicago, Illinois 60604

4. The name and address of its registered agent and its registered office are:

| | | | |
|-------------------|--|-------------|--|
| Registered Agent | C T CORPORATION SYSTEM | | |
| | First Name | Middle Name | Last Name |
| Registered Office | c/o C T CORPORATION SYSTEM, 208 S. La Salle Street | | |
| | Number | Street | Suite # (A P.O. box alone is not acceptable) |
| | Chicago | | 60604 |
| | City | Zip Code | County |
| | | | Cook |

5. The states and countries in which it is admitted or qualified to transact business are:

Colorado, Illinois, Minnesota and Texas, Washington, Nevada, California

6. The names and residential addresses of its officers and directors are: Not applicable

| | No. & Street | City | State | Zip |
|-----------|-----------------------|------|-------|-----|
| President | <u>not applicable</u> | | | |
| Secretary | | | | |
| Director | | | | |
| Director | | | | |
| Director | | | | |

If more than 3, attach list

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Form BCA-13.40

File No. _____

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6961

C. 196

BOX 333 - HV

9 2 1 1 1 0 1 3 3

Dated April 18 1985

attested by *[Signature]*
Secretary
(Type or Print Name and Title)

by *[Signature]*
President
(Type or Print Name and Title)

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

9. The amount of paid-in capital is \$ 7,976,000.
Paid-in Capital replaces the terms *paid Capital & Paid-in Surplus* and is equal to the total of these accounts.

*A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

| Class | Par Value | Number of Shares Authorized | Number of Shares Issued |
|--------|-----------|-----------------------------|-------------------------|
| Common | \$1.00 | 25,000,000 | 1,000,000 |

8. The number of shares which it is authorized to issue and which it has issued are:

none authorized

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:
If not sufficient space to cover this point, add one or more sheets of this size

663 572 58

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CENTEX HOMES ENTERPRISES, INC.

As of July 2, 1985

8 5 2 4 5 3 3

LIST OF OFFICERS:

| | |
|--|---|
| Harry J. Leonhardt 2800 Surveyor Blvd. Carrollton, Texas 75006 | Chairman of the Board and Chief Executive Officer |
| William J. Gillilan, III 2800 Surveyor Blvd. Carrollton, Texas 75006 | President-Centex Homes Division |
| Printice L. Gary 2800 Surveyor Blvd. Carrollton, Texas 75006 | President-Fox & Jacobs Division |
| J. S. Blinheimer 2800 Surveyor Blvd. Carrollton, Texas 75006 | Executive Vice President |
| Timothy R. Eller 2800 Surveyor Blvd. Carrollton, Texas 75006 | Executive Vice President |
| E. M. Belangia 2800 Surveyor Blvd. Carrollton, Texas 75006 | Vice President |
| Larry O. Hillis 2800 Surveyor Blvd. Carrollton, Texas 75006 | Vice President |
| Joseph H. Mathias 2800 Surveyor Blvd. Carrollton, Texas 75006 | Vice President-Finance, Treasurer and Assistant Secretary |
| Joseph S. Powell 2800 Surveyor Blvd. Carrollton, Texas 75006 | Vice President-Construction |
| Raymond C. Smerge 2800 Surveyor Blvd. Carrollton, Texas 75006 | Vice President, General Counsel and Assistant Secretary |
| Dean Vanderbilt 2800 Surveyor Blvd. Carrollton, Texas 75006 | Vice President-Planning |
| Charles Harrison 2800 Surveyor Blvd. Carrollton, Texas 75006 | Controller-General Accounting |

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LIST OF OFFICERS (continued)

John G. Jones
4600 RepublicBank Tower
Dallas, Texas 75201

Secretary

Rodney E. Cumnickel
4600 RepublicBank Tower
Dallas, Texas 75201

Assistant Vice President

Richard C. Harvey
4600 RepublicBank Tower
Dallas, Texas 75201

Assistant Secretary

James R. Duerr
887 E. Wilmette Bldg. B
Palatine, Illinois 60067

Assistant Secretary

William N. Hart
14202 E. Evans Avenue
Aurora, Colorado

Assistant Secretary

80014

NAMES AND ADDRESSES OF DIRECTORS

Name

Address

Frank Crossen

4600 RepublicBank Tower
Dallas, Texas 75201

Printice Gary

2800 Surveyor Blvd.
Carrollton, Texas 75006

William J. Gillilan, III

2800 Surveyor Blvd.
Carrollton, Texas 75006

Laurence E. Hirsch

4600 RepublicBank Tower
Dallas, Texas 75201

Harry J. Leonhardt

2800 Surveyor Blvd.
Carrollton, Texas 75006

James E. Lewis

4600 RepublicBank Tower
Dallas, Texas 75201

Paul Seegers

4600 RepublicBank Tower
Dallas, Texas 75201

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