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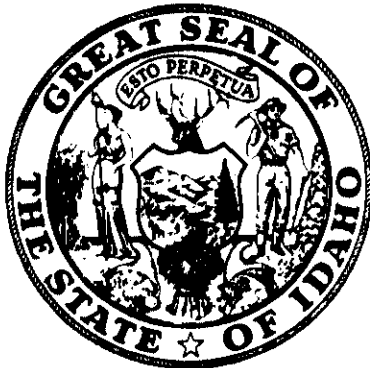
**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF  
THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT  
SHARING PLAN TITLE HOLDING CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that **THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION** to transact business in this State under the name **THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated December 17, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Em Zavala*

Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Nonprofit Corporation)

RECEIVED  
SEC. OF STATE  
90 DEC 12 9 53 AM '85  
To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in our State, and for that purpose submits the following statement:

- THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION**
1. The name of the corporation is THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION
2. The name which it shall use in Idaho is THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Texas
4. The date of its incorporation is 8-28-87 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2711 No. Haskell Ave., Dallas, TX 75204
6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

attached A

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>attached B</u>		

(continued on reverse)

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 5, 1990

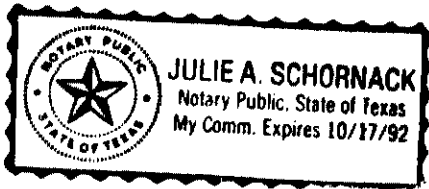
**THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS  
AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION**  
(Corporation Name)

By John H. Rodgers  
Its President/Vice President (please specify)  
**John Rodgers, Vice President**  
and Carol Hilburn  
Its Secretary/Assistant Secretary (please specify)  
**Carol Hilburn, Asst. Secretary**

STATE OF TEXAS )  
COUNTY OF DALLAS ) ss:

I, JULIE A. SCHORNACK, a notary public, do hereby certify that on this 5 day of December, 19 90, personally appeared before me John Rodgers who being by me first duly sworn, declared that he is the Vice President of THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.



Julie A. Schornack  
Notary Public

ATTACHMENT A

ARTICLE IV

The purposes for which the Corporation is organized are:

(1) To operate exclusively for the purposes of holding title to real property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to the members; and

(2) To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

The Corporation shall not carry on activities that are not in furtherance of its purposes.

ATTACHMENT B

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>
S. Richmond Dole	President & Director	6910 Hillpark Drive Dallas, TX 75230
John H. Rodgers	Vice President, Secretary & Director	6511 Belmead Drive Dallas, TX 75230
Dale H. Allardyce	Vice President & Director	3436 Michael Drive Plano, TX 75023
Margaret A. Fuller	Vice President & Director	618 Blanning Dallas, TX 75218
Jere W. Thompson	Vice President	4217 Armstrong Pkwy. Dallas, TX 75205
Walton Grayson, III	Vice President	10525 Strait Lane Dalls, TX 75229
Clark J. Matthews, II	Vice President	7005 Stefani Dallas, TX 75225
Frank J. Gangi	Vice President	2413 Fairway Richardson, TX 75080
Kenneth M. Slauth	Vice President	8602 Middle Downs Dallas, TX 75243
Vernon P. Lotman	Controller	6114 Woodland Drive Dallas, TX 75225
David Urbel	Treasurer	4062 Modlin Fort Worth, TX 76107

DLSGC35

RECEIVED  
SEC. OF STATE  
90 DEC 17 AM 8



# The State of Texas

**SECRETARY OF STATE**

**IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of**

**THE SOUTHLAND CORPORATION EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN TITLE HOLDING CORPORATION**

**were filed in this office and a certificate of  
incorporation was issued on**

**AUGUST 28, 1987;**

**IT IS FURTHER CERTIFIED, that no certificate  
of dissolution has been issued, and the corporation  
is still in existence.**



*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be im-  
pressed hereon the Seal of State at my office in  
the City of Austin, this*

10th DECEMBER 90  
day of \_\_\_\_\_, A.D. 19\_\_\_\_

*Gary S Bayard Jr.*  
Secretary of State