

SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA



135A

FROM: Don Kent, Treasurer/Tax Collector

SUBMITTAL DATE:

SUBJECT: Recommendation for Distribution of Excess Proceeds for Tax Sale No. 177, Item 99. AUG 07 2012
Last assessed to: Sun City Development Corporation, a New York corporation.

RECOMMENDED MOTION: That the Board of Supervisors:

- 1) Approve the claim from Global Discoveries, Ltd., assignee for DW Homebuilding Co., as successor in interest to Sun City Development Corporation for payment of excess proceeds resulting from the Tax Collector's public auction sale associated with parcel 333040015-1;
- 2) Authorize and direct the Auditor-Controller to issue a warrant to Global Discoveries, Ltd., assignee for DW Homebuilding Co., as successor in interest to Sun City Development Corporation in the amount of \$23,269.47, no sooner than ninety days from the date of the order, unless pursuant to the California Revenue and Taxation Code Section 4675, an appeal has been filed in Superior Court.

BACKGROUND: (Continued on page two)


Don Kent, Treasurer-Tax Collector

FINANCIAL
DATA

Current F.Y. Total Cost: \$ 23,269.47
Current F.Y. Net County Cost: \$ 0.00
Annual Net County Cost: \$ 0.00

In Current Year Budget: NO
Budget Adjustment: N/A
For Fiscal Year: 2012-13

SOURCE OF FUNDS: Fund 65595 Excess Proceeds from Tax Sale

Positions To Be Deleted Per A-30 ☐
Requires 4/5 Vote ☐

C.E.O. RECOMMENDATION:

APPROVE

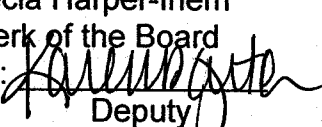
BY: 
Karen L. Johnson

County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Stone, seconded by Supervisor Ashley and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Buster, Tavaglione, Stone, Benoit and Ashley
Nays: None
Absent: None
Date: September 25, 2012
xc: Treasurer, Auditor

Kecia Harper-Ihem
Clerk of the Board
By: 
Deputy

Prev. Agn. Ref.:

District: 3/5

Agenda Number:

9.14

ATTACHMENTS FILED
WITH THE CLERK OF THE BOARD

FORM APPROVED COUNTY COUNSEL
BY: DALE A. GARDNER 8/7/12
Department concurrence

Dep't Recomm.: ☒ Policy ☐ Consent
Per Exec. Ofc.: ☒ Policy ☐ Consent

BOARD OF SUPERVISORS

Form 11:

Page 2

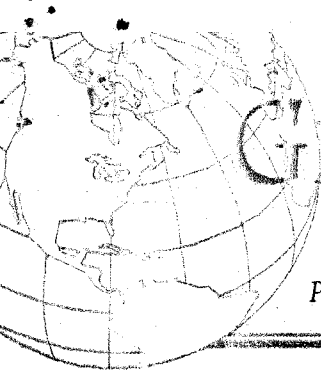
BACKGROUND: (Continued)

In accordance with Section 3691 et seq. of the California Revenue and Taxation Code, and with prior approval of the Board of Supervisors, the Tax Collector conducted the March 12, 2007 public auction sale. The deed conveying title to the purchasers at the auction was recorded May 3, 2007. Further, as required by Section 4676 of the California Revenue and Taxation Code, notice of the right to claim excess proceeds was given on June 4, 2007, to parties of interest as defined in Section 4675 of said code. Parties of interest have been determined by an examination of lot book reports as well as Assessor's and Recorder's records, and various research methods were used to obtain current mailing addresses for these parties of interest.

The Treasurer-Tax Collector has received one claim for excess proceeds:

- 1) Claim from Global Discoveries, Ltd., assignee for DW Homebuilding Co., as successor in interest to Sun City Development Corporation based on an Assignment of Right to Collect Excess Proceeds dated November 21, 2007 and July 26, 2010, a Corporation Grant Deed recorded May 27, 1968 as Instrument No. 49366; a Joint Action by Unanimous Written Consent of the Sole Shareholder and Board of Directors in lieu of Meeting dated June 24, 1992, Articles of Amendment to the Articles of Incorporation filed February 22, 1993 and State of Arizona Articles of Merger dated December 31, 2007.

Pursuant to Section 4675 (a) & (b) of the California Revenue and Taxation Code, it is the recommendation of this office that Global Discoveries, Ltd., assignee for DW Homebuilding Co., as successor in interest to Sun City Development Corporation, be awarded excess proceeds in the amount of \$23,269.47. Supporting documentation has been provided. The Tax Collector requests approval of the above recommended motion.



GLOBAL DISCOVERIES, LTD.

1120 13th Street, Suite A, Modesto, CA 95354

Phone (209) 593-3900 or (800) 370-0372 • Fax (209) 549-9299 • www.globaldiscoveries.com

CLAIM SUMMARY

To: Riverside County Treasurer and Tax Collector

Assessors Parcel Number: 333040015-1
Last Assessee: SUN CITY DEV CORP
Sale Date: 3/12/2007
Tax Sale Number: TC177
Item Number: 99
Default Number: 2001-333040015-0000
Deadline Date: 5/3/2008

RECEIVED
NOV 29 PM 9:33
RIVERSIDE COUNTY
TREASURER/TAX COLLECTOR

Dear Treasurer/Tax Collector:

1. Claimant(s): Global Discoveries, Ltd.

The following proof of claim(s) for excess proceeds and documents are attached:

1. Grant Deed granting interest to Sun City Development Corporation, a New York Corporation as Document # 49366, Recorded in Riverside County on 05-27-1968.
2. Merger Documentation showing Sun City Development Corporation merge into Wilderness River Adventures, Inc then merged into Marina Operations Corporation.
3. Incumbency Certificate showing Scott H. Finch as Assistant Treasurer & Assistant Secretary has authority to sign on behalf of Marina Operations Corp.
4. Assignment of Excess Proceeds signed by Scott H. Finch as Assistant Treasurer for Marina Operations Corp. As Successor in interest to Sun City Development Corporation
5. Claim Form(s) signed by Global Discoveries.
6. Photo ID for Scott H. Finch.

Upon approval, claimant(s) request that the Treasurer and Tax Collector issue its warrant(s) as follows:

- One warrant in the amount of \$23,269.47 or 100% of the claimant's share of the excess proceeds made payable to Global Discoveries, Ltd. and mailed to P.O. Box 1748, Modesto, California 95353-1748.

Please address questions regarding the attached claim(s) to Jed Byerly, Chief Operating Officer, at (209) 593-3913, or e-mail to jed@globaldiscoveries.com.

RECORDING REQUESTED BY

19366

DATE WHEN RECORDING MADE 1968

INDEPENDENCE BANK
15844 VENTURA BOULEVARD
LINDINO, CALIFORNIA
ATTN: MARY STEVENS

RECEIVED FOR RECORD
MAY 27 1968

Attest: *[Signature]*
JULIE INSURANCE & TRUST CO.
Recorded in Official Records
of Riverside County, California

W. W. [Signature]
FEE \$ 3.00

cc
(1)

SPACE ABOVE THIS LINE FOR RECORDER'S USE

SUN CITY DEVELOPMENT CORP.
P. O. BOX 7188
PHOENIX, ARIZONA
85011

Corporation Grant Deed

THIS FORM FURNISHED BY TITLE INSURANCE AND TRUST COMPANY

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,
CUMULATIVE INVESTMENT CORPORATION
 a corporation organized under the laws of the state of California
 hereby GRANTS to
SUN CITY DEVELOPMENT CORPORATION, a New York corporation,
 the following described real property in the
 County of Riverside, State of California:
 (Legal description of five parcels attached hereto and made a part hereof.)

This deed is executed, delivered and accepted to correct Parcel 4 in that
 certain deed dated December 13, 1967, between the parties hereto, recorded April
 4, 1968 as Instrument No. 31137, in which deed to the property sought to be
 conveyed was erroneously described

In Witness Whereof, said corporation has caused its corporate name and seal to be affixed hereto and this instrument to be executed by its
 President and Secretary
 the same date authorized
 Dated: December 13, 1967

CUMULATIVE INVESTMENT CORPORATION

[Signature] President
 By *[Signature]* Secretary

STATE OF CALIFORNIA
 COUNTY OF Los Angeles
 on April 30, 1968

Before me, the undersigned, a Notary Public in and for said State, personally appeared
Arthur W. Carlsberg
 known to me to be the
 President, and

~~XXXXXX~~ of the corporation that executed the
 within instrument, known to me to be the persons who executed the
 within instrument on behalf of the corporation therein named, and
 acknowledged to me that such corporation executed the within instru-
 ment pursuant to its by laws or a resolution of its board of directors

WITNESS my hand and official seal
[Signature]
Mary Stevens

My commission expires 2-26-70

Title Order No.

Exhibit or Loan No.

MAIL TAX STATEMENTS AS DIRECTED ABOVE

49366

PARCEL 1.

All that certain property situated in the County of Riverside, State of California, lying within Sections 22 and 27, T5S, R3W, S.B.M., said property being more particularly described as follows:

Beginning at the northwest corner of Lot 1 as shown on the amended map of Ramala Farms No. 14 on file in the office of the county recorder, Riverside County, California, Book 19, page 56 of Maps; thence easterly along the northerly line of said lot South $89^{\circ} 01' 22''$ east 125.97 feet to the TRUE POINT OF BEGINNING; thence continuing easterly along said northerly line South $89^{\circ} 01' 22''$ East 1746.36 feet; thence leaving said northerly line South $1^{\circ} 28' 56''$ West 876.21 feet to a point of intersection with the northerly line of that certain Right of Way deeded to the County on August 2, 1966 by Instrument No. 78840, a radial line of said point bears North $8^{\circ} 33' 38''$ West; thence westerly along said Right of Way line on a curve to the right concave northwesterly having a radius of 1950.00 feet, a central angle of $10^{\circ} 02' 34''$, an arc distance of 341.79 feet; thence tangent to the preceding curve North $88^{\circ} 31' 04''$ West along said Right of Way line and its westerly prolongation a distance of 456.54 feet to a point of intersection with the southeast corner of that certain parcel deeded to the Union Oil Company on September 22, 1965 by Instrument No. 108623; thence northerly and westerly along the exterior boundary of said parcel, North $1^{\circ} 28' 56''$ East 150.00 feet; thence North $88^{\circ} 31' 04''$ West 221.66 feet to the northwest corner of said parcel and its intersection with the easterly line of that portion of Right of Way dedicated to the State of California for Freeway and Access purposes on September 28, 1965 by Instrument No. 110852; thence along said Right of Way line on a curve to the left from a tangent which bears North $29^{\circ} 41' 18''$ West, concave southwesterly having a radius of 280.00 feet, a central angle of $45^{\circ} 05' 41''$, an arc distance of 220.37 feet; thence tangent to the preceding course North $74^{\circ} 46' 59''$ West, 200.00 feet; thence on a curve to the right tangent to the preceding course, concave northeasterly having a radius of 370.00 feet, a central angle of $58^{\circ} 15' 55''$, an arc distance of 376.26 feet; thence North $16^{\circ} 31' 04''$ West 136.26 feet; thence on a curve to the right tangent to the preceding course, concave easterly having a radius of 2135.00 feet, a central angle of $5^{\circ} 19' 54''$, an arc distance of 198.67 feet to the TRUE POINT OF BEGINNING;

EXCEPTING THEREFROM that certain Parcel deeded to the Eastern Municipal Water District on February 4, 1966 by Instrument No. 13044.

PARCEL 2.

All that certain property situated in the County of Riverside, State of California, lying within Sections 22 and 27, T5S, R3W, S.B.M., said property being more particularly described as follows:

Beginning at the northeast corner of Lot 6 as shown on the amended map of 3072 being a Record of Survey and recorded as R/S 45/31; thence northerly on the prolongation of the easterly line of said Lot North $0^{\circ} 28' 11''$ East 278.35 feet to a point of intersection of the southerly Right of Way line of Grand Avenue; thence westerly along said Right of Way line North $88^{\circ} 31' 04''$ West 126.03 feet to an angle point in said Right of Way line; thence South $87^{\circ} 23' 47''$ West 38.34 feet to a point of intersection with the northeast corner of that certain Parcel deeded to Sherwood and Mary Kay McOwan et al recorded October 13, 1965 as Instrument No. 1182629; thence southerly and westerly along the exterior boundary of said parcel South $2^{\circ} 36' 13''$ East 150.00 feet; thence South $87^{\circ} 23' 47''$ West 207.32 feet to a point of intersection with the easterly Right of Way line of Encanto Drive as shown on said Record of Survey 45/31; thence southerly along said Right of Way line on a curve to the right from a tangent which bears South $26^{\circ} 32' 58''$ West having a radius of 560.21 feet a central angle of $4^{\circ} 39' 19''$, an arc distance of 45.52 feet to a point of reverse curvature; thence on a curve to the left concave southeasterly having a radius of 467.30 feet, a central angle of $10^{\circ} 33' 33''$ an arc distance of 86.06 feet to the northwest corner of Lot 1 of said Tract 3072; thence easterly along the northerly line of Lots 1 thru 6 South $89^{\circ} 31' 49''$ East 421.86 feet to the point of beginning.

RECORDED IN THE
OFFICE OF THE COUNTY CLERK
OF RIVERSIDE COUNTY
ON MARCH 16, 2007
AT 11:21 AM

49366

PARCEL 3.

All that certain property situated in the County of Riverside, State of California, lying within Sections 22 and 27, T5S, R3W, S.B.M., said property being more particularly described as follows:

Beginning at the point of intersection of the southerly line of Section 22 with the westerly Right of Way line of Encanto Drive as shown on said Tract 3072 at which point a radial line bears North $72^{\circ} 40' 12''$ West; thence northerly along said Right of Way line on a curve to the right having a radius of 533.00 feet, a central angle of $1^{\circ} 00' 19''$, an arc distance of 7.35 feet to the TRUE POINT OF BEGINNING; thence leaving said Right of Way line on a nonradial line North $83^{\circ} 51' 00''$ West 26.87 feet to an angle point; thence North $89^{\circ} 01' 01''$ West 314.37 feet; thence North $79^{\circ} 22' 14''$ West 40.76 feet; thence North $89^{\circ} 01' 01''$ West 4.65 feet to a point of intersection with the easterly line of that portion of the Right of Way dedicated to the State of California for Freeway and Access purposes on September 8, 1965 by Instrument No. 110852; thence northerly along said Right of Way line North $12^{\circ} 50' 17''$ East 233.49 feet; thence continuing along said Right of Way line being also the southerly line of Grand Avenue North $87^{\circ} 23' 47''$ East 445.50 feet to a point of intersection with the westerly Right of Way line of Encanto Drive at which point a radial line bears North $78^{\circ} 13' 47''$ West; thence along said Right of Way line on a curve to the right concave northwesterly having a radius of 494.21 feet, a central angle of $17^{\circ} 26' 04''$, an arc distance of 167.63 feet to a point of reverse curvature; thence continuing on a curve to the left concave easterly having a radius of 533.00 feet, a central angle of $12^{\circ} 52' 10''$, an arc distance of 119.72 feet to the TRUE POINT OF BEGINNING.

PARCEL 4.

That portion of Section 32, T5S, R3W, S.B.B.&M. in the County of Riverside, State of California, described as follows:

Beginning at the northeast corner of Section 32, T5S, R3W, S.B.B.&M. as shown on Tract 2552 recorded in Book 46, Pages 85-88 in the office of the County Recorder, Riverside County, California; thence South $0^{\circ} 22' 58''$ West along the east line of said Section, a distance of 1,084.64 feet to the TRUE POINT OF BEGINNING; thence continuing South $0^{\circ} 22' 58''$ West along said east line a distance of 804.19 feet; thence leaving said east line North $87^{\circ} 33' 24''$ West 660.43 feet; thence North $0^{\circ} 22' 58''$ East 780.44 feet; thence South $89^{\circ} 37' 02''$ East 660.00 feet to the TRUE POINT OF BEGINNING.

PARCEL 5.

That portion of Section 32, T5S, R3W, S.B.B.&M. in the County of Riverside, State of California, described as follows:

Beginning at the northeast corner of Section 32, T5S, R3W, S.B.B.&M. as shown on Tract 2552 recorded in Book 46, pages 85-88, in the office of the County Recorder, Riverside County, California; thence South $0^{\circ} 22' 58''$ West along the easterly line of said Section 32 a distance of 30.00 feet to the TRUE POINT OF BEGINNING; thence continuing along said section line South $0^{\circ} 22' 58''$ West, 150.00 feet; thence leaving said section line North $89^{\circ} 58' 54''$ West, 180.00 feet; thence North $0^{\circ} 22' 58''$ East 147.00 feet to a point on the south line of Ridgemoor Road; thence South $89^{\circ} 58' 54''$ East along said south line a distance of 120.00 feet; thence North $0^{\circ} 22' 58''$ East, 3.00 feet; thence South $89^{\circ} 58' 54''$ East, 60.00 feet to the TRUE POINT OF BEGINNING.

EXCEPTING therefrom that portion conveyed to the Southern Sierras Power Company described as follows: beginning at the northeast corner of said Section 32; thence South $0^{\circ} 22' 58''$ West 30.00 feet; thence North $89^{\circ} 58' 54''$ West 30.00 feet to the TRUE POINT OF BEGINNING of said exception; thence South $0^{\circ} 22' 58''$ West 30.00 feet, North $89^{\circ} 58' 54''$ West 30.00 feet, North $0^{\circ} 22' 58''$ East 30.00 feet, South $89^{\circ} 58' 54''$ East 30.00 feet to the TRUE POINT OF BEGINNING.

END RECORDED DOCUMENT. W. D. BALOGH, COUNTY RECORDER

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER
AND BOARD OF DIRECTORS
IN LIEU OF MEETING**

Sun City Development Corporation

June 24, 1992

Pursuant to the authority contained in New York Business Corporation Law, the undersigned, being the sole shareholder and all of the directors of Sun City Development Corporation, a New York corporation, does hereby consent to the adoption of the following resolutions, without the formality of convening a meeting of the shareholder or board of directors, for and as the actions of this corporation, as of the date hereof:

RESOLVED, that the merger of this corporation into Wilderness River Adventures, Inc., an Arizona corporation, in accordance with the attached Plan of Merger, be and is hereby approved and adopted; and

RESOLVED FURTHER, that the officers of this corporation are hereby authorized and directed, for and on behalf of this corporation, to execute, acknowledge, and deliver to the appropriate governmental agencies any and all certificates, statements, consents, agreements and waivers as may be necessary or convenient to cause the merger of this corporation into Wilderness River Adventures, Inc. and otherwise to carry into effect the attached Plan of Merger; and

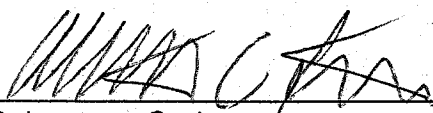
RESOLVED FURTHER, that the provisions of New York Business Corporation Law §903 relating to Notice of Shareholders Meeting and distribution of the Plan of Merger be and is hereby waived.

Executed as of the date first above written.

SOLE SHAREHOLDER:

Del Webb Corporation
an Arizona corporation

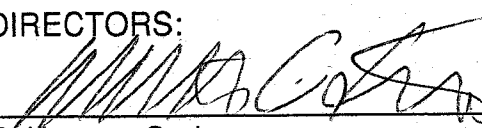
By:

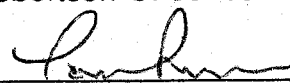

Robertson C. Jones

Its:

Vice President

DIRECTORS:


Robertson C. Jones


Thomas E. Lucas

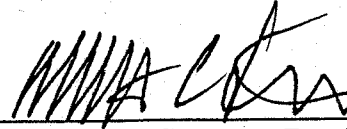
EIGHTH:

The amendment does not effect a change in the amount of stated capital.

DATED: Feb. 12, 1993.

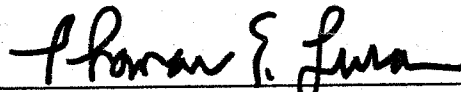
WILDERNESS RIVER ADVENTURES,
INC.

By



Robertson C. Jones, President

By



Thomas E. Lucas, Secretary

PLAN OF MERGER

OF EACH OF

DEL E. WEBB CALIFORNIA, INC.,
DEL E. WEBB HOTEL CO.,
DEL E. WEBB INVESTMENT PROPERTY ADVISORS, INC.,
DEL E. WEBB REALTY & MANAGEMENT CO.,
DEL WEBB RECREATIONAL PROPERTIES, INC.,
HITE RESORT & MARINA, INC.,
AND
WAHWEAP LODGE & MARINA, INC.,
ALL ARIZONA CORPORATIONS;

DEL E. WEBB REALTY AND MANAGEMENT CO. OF COLORADO, INC.,
A COLORADO CORPORATION;

CONSOLIDATED CASINOS CORP.,
COTTONWOOD COVE RESORT AND MARINA, INC.,
DEL E. WEBB LEASING COMPANY,
NEVADA CASINO HOTELS, INC.,
RESORT RESERVATIONS, INC.,
SAHARA-NEVADA CORPORATION,
SAHARA-TAHOE CORPORATION,
AND
TRI-CITY PROPERTIES, INC.,
ALL NEVADA CORPORATIONS;

DEL E. WEBB NEW JERSEY, INC.
AND
SAHARA BOARDWALK CORPORATION,
ALL NEW JERSEY CORPORATIONS;

SUN CITY DEVELOPMENT CORPORATION,
FKA PERRIS DEVELOPMENT CORPORATION,
A NEW YORK CORPORATION;

DEL E. WEBB REALTY AND MANAGEMENT CO. OF TEXAS,
A TEXAS CORPORATION; AND

BULLFROG MARINA INC.,
AND
HALL'S CROSSING RESORT & MARINA, INC.,
ALL UTAH CORPORATIONS;

INTO

WILDERNESS RIVER ADVENTURES, INC.,
AN ARIZONA CORPORATION

THIS PLAN OF MERGER (hereinafter referred to as the "Plan of Merger") shall govern the merger of each of Del E. Webb California, Inc., Del E. Webb Hotel Co., Del E. Webb Investment Property Advisors, Inc., Del E. Webb Realty & Management Co., Del Webb Recreational Properties, Inc., Hite Resort & Marina, Inc., and Wahweap Lodge & Marina, Inc., all Arizona corporations; Del E. Webb Realty and Management Co. of Colorado, Inc., a Colorado corporation; Consolidated Casinos Corp., Cottonwood Cove Resort and Marina, Inc., Del E. Webb Leasing Company, Nevada Casino Hotels, Inc., Resort Reservations, Inc., Sahara-Nevada Corporation, Sahara-Tahoe Corporation, and Tri-City Properties, Inc., all Nevada corporations; Del E. Webb New Jersey, Inc. and Sahara Boardwalk Corporation, all New Jersey corporations; Sun City Development Corporation, fka Perris Development Corporation, a New York corporation; Del E. Webb Realty and Management Co. of Texas, a Texas corporation; and Bullfrog Marina Inc. and Hall's Crossing Resort & Marina, Inc., all Utah corporations (collectively, referred to herein as the "Companies"); into Wilderness River Adventures, Inc., an Arizona corporation ("WRA").

WHEREAS, the Boards of Directors of WRA and each of the Companies deem it advisable and in the best interest of the respective corporations that each of the Companies be merged with and into WRA (the "Merger") upon the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the terms and conditions contained herein, the WRA and each of the Companies each hereby agree as follows:

1. Merger.

(a) Each of the Companies shall be merged with and into WRA on the effective date of Merger (the "Effective Date"). As of the Effective Date, WRA shall continue its corporate existence as a corporation organized under the laws of Arizona under its present name "Wilderness River Adventurers, Inc." and the separate existence of each of the Companies shall cease.

(b) As to each of the Companies and WRA, as the surviving corporation, the number of shares outstanding and the designation and number of outstanding shares of each class and series entitled to vote as a class or series on the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote As a Class or Series</u>	
		<u>Designation of Class or Series</u>	<u>Number of Shares</u>
<u>Arizona Merging Corporations</u>			
Del E. Webb California, Inc.	250	Common	250
Del E. Webb Hotel Co.	500	Common	500
Del E. Webb Investment Property Advisors, Inc.	1,000	Common	1,000
Del E. Webb Realty & Management Co.	500	Common	500
Del Webb Recreational Properties, Inc.	500	Common	500
Hite Resort & Marina, Inc.	500	Common	500
Wahweap Lodge & Marina, Inc.	275,000	Common	275,000
<u>Colorado Merging Corporation</u>			
Del E. Webb Realty and Management Co. of Colorado, Inc.	36,897	Common	36,897
<u>Nevada Merging Corporations</u>			
Consolidated Casinos Corp.	100	Common	100
Cottonwood Cove Resort & Marina, Inc.	100	Common	100
Del E. Webb Leasing Company	100	Common	100
Nevada Casino Hotels, Inc.	100	Common	100

Resort Reservations, Inc.	100	Common	100
Sahara-Nevada Corporation	2,500,000	Common	2,500,000
Sahara-Tahoe Corporation	100	Common	100
Tri-City Properties, Inc.	1,000	Class B Special	1,000
<u>New Jersey Merging Corporations</u>			
Del E. Webb New Jersey, Inc.	1,000	Common	1,000
Sahara Boardwalk Corporation	1,000	Common	1,000
<u>New York Merging Corporation</u>			
Sun City Development Corporation	20,000	Common	20,000
<u>Texas Merging Corporation</u>			
Del E. Webb Realty and Management Co. of Texas	100	Common	100
<u>Utah Merging Corporations</u>			
Bullfrog Marina Inc.	7,027,390	Common	7,027,390
Hall's Crossing Resort & Marina, Inc.	372,676	Common	372,676
<u>Arizona Surviving Corporation</u>			
Wilderness River Adventures, Inc.	100	Common	100

(c) There will be no conversion or exchange of any shares of any of the Companies into or for any cash, property, shares, rights, other securities or obligations of the surviving corporation or any other corporation; all outstanding shares of each of the Companies shall be cancelled automatically on the Effective Date. All outstanding shares of WRA, the surviving corporation, on the Effective Date shall remain outstanding following the Merger, without change.

2. Name of Surviving Corporation. The name of the surviving corporation shall be Wilderness River Adventures, Inc.

3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of WRA, as the surviving corporation, shall remain in effect without change after the Effective Date.

**INCUMBENCY CERTIFICATE
OF
MARINA OPERATIONS CORP.**

The undersigned, being a duly elected officers of MARINA OPERATIONS CORP., an Arizona corporation (the "Corporation"), does hereby certify that the persons named below are the duly elected officers of the Corporation holding the respective offices set forth opposite their names:

Name

Scott H. Finch

Title

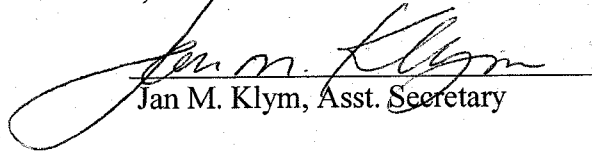
Assistant Treasurer & Assistant
Secretary

Signature



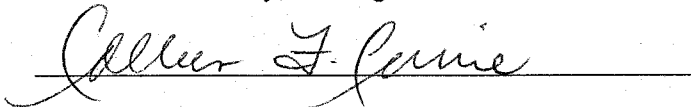
IN WITNESS WHEREOF, I have hereunto signed my name as Assistant Secretary of Marina Operations Corp..

Dated effective as of the 21st day of November, 2007.



Jan M. Klym, Asst. Secretary

Subscribed and sworn to before me on November 21, 2007
in Oakland County, Michigan



**COLLEEN F. CURRIE
NOTARY PUBLIC, STATE OF MI
COUNTY OF OAKLAND
MY COMMISSION EXPIRES Apr 14, 2012**

ASSIGNMENT OF RIGHT TO COLLECT EXCESS PROCEEDS

To expedite processing of this claim, we would strongly suggest you use this form. For this form to be valid it must be completed in its entirety and documentation establishing the assignor as a "party of interest" must be provided at the time this document is filed with the Treasurer-Tax Collector. PLEASE SEE REVERSE SIDE OF THIS DOCUMENT FOR FURTHER INSTRUCTIONS.

As a party of interest (defined in Section 4675 of the California Revenue and Taxation Code), I, the undersigned, do hereby assign to GLOBAL DISCOVERIES, LTD. my right to apply for and collect the excess proceeds which you are holding and to which I am entitled from the sale of assessment number 333040015-1, Tax Sale Number TC177, Item 99 sold at public auction on 3/12/2007. I understand that the total of excess proceeds available for refund is \$ 23,269.47+/-, and that I AM GIVING UP MY RIGHT TO FILE A CLAIM FOR THEM. FOR VALUABLE CONSIDERATION RECEIVED I HAVE SOLD THIS RIGHT OF COLLECTION (assignment) TO THE ASSIGNEE. I certify under penalty of perjury that I have disclosed to the assignee all facts of which I am aware relating to the value of this right I am assigning.

[Signature]
(Signature of Party of Interest/Assignor) 11/21/2007 (Date)

Marina Operations Corp. as successor in interest to Sun City Development Corporation: By: Scott H. Finch, Assistant Treasurer
(Name Printed)

Tax ID/SS# 86-0435105

100 Bloomfield Hills Parkway
(Address)

Bloomfield Hills, MI 48304
(City/State/Zip)

STATE OF ~~CALIFORNIA~~ Michigan)ss.
COUNTY OF Oakland)

248.593.6032
(Area Code/Telephone Number)

On November 21, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Scott H. Finch known to me (or proven to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within instrument and acknowledged to me that he/she/they executed the same.

WITNESS my hand and official seal.

[Signature]
(Signature of Notary)

COLLEEN F. CURRIE
NOTARY PUBLIC, STATE OF MI
COUNTY OF OAKLAND
MY COMMISSION EXPIRES Apr 14, 2012

(This area for official seal)

I, the undersigned, certify under penalty of perjury that I have disclosed to the party of interest (assignor), pursuant to Section 4675 of the California Revenue and Taxation Code, all facts of which I am aware relating to the value of the right he is assigning, that I have disclosed to him the full amount of excess proceeds available, and that I HAVE ADVISED HIM OF HIS RIGHT TO FILE A CLAIM ON HIS OWN WITHOUT ASSIGNING THAT RIGHT.

[Signature]
(Signature of Assignee)

Jed Byerly, Chief Operating Officer
(Name Printed)

Tax ID/SS# 77-0558969

Global Discoveries, Ltd.
(Address)

STATE OF CALIFORNIA)ss.
COUNTY OF Stanislaus)

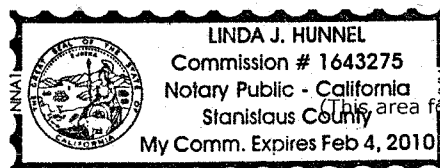
P.O. Box 1748
Modesto, California 95353-1748
(City/State/Zip)

Phone: (209) 593-3913

On November 28, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared ***Jed Byerly*** known to me (or proven to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same.

WITNESS my hand and official seal.

[Signature]
(Signature of Notary)



CLAIM FOR EXCESS PROCEEDS FROM THE SALE OF TAX DEFAULTED PROPERTY

To: Riverside County Treasurer and Tax Collector

Assessor's Parcel No: 333040015-1

Tax Sale Number: TC177

Item Number: 99

Default Number: 2001-333040015-0000

Date of Sale: 3/12/2007

The undersigned claimant, Global Discoveries, Ltd., claims \$23,269.47+/- or 100% of the claimant's share of the actual amount of excess proceeds from the sale of the property referenced above.

Global Discoveries, Ltd., claims its status as a party of interest pursuant to Section 4675 of the California Revenue and Taxation Code based upon the attached documentation:

Please refer to Claim Summary and attached Documents

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 28th day of November, 2007 at Modesto, California.

By: [Signature]
Jed Byerly, Chief Operating Officer
Global Discoveries, Ltd. Tax ID # 77-0558969
P.O. Box 1748
Modesto, CA 95353-1748
(209) 593-3913

CERTIFICATE OF ACKNOWLEDGEMENT OF NOTARY PUBLIC

State of California)

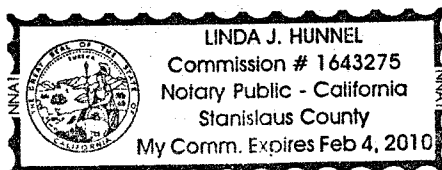
County of Stanislaus)

On November 28, 2007 before me, Linda J Hunnel, Notary Public, personally appeared
(Date) (here insert name and title of the officer)

Jed Byerly, personally known to me (or ~~proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature] (seal)
Signature of Notary Public



Taylor, Desiree

From: Taylor, Desiree
Sent: Tuesday, July 06, 2010 10:23 AM
To: 'amy.elmer@gd-ltd.com'
Subject: RE: TC177 Item99 - GID 8544 - Riverside County

Amy,

The documentation provided to the County in regards to the claimant being able to claim on behalf of Marina Operations Corp. isn't complete. We need to see that whoever is claiming on behalf of the company has the authority to do so. In regards to the fact that Scott Finch is no longer with the company, do you have contact with whoever took his place? I would imagine that the company has some form of documentation showing who the list of President, VP, Treasurer and Secretary are and perhaps we could use those. If you have any further questions or ideas please let me know.

Thank you,

Desiree' D. Taylor
County of Riverside
Treasurer-Tax Collector

(951) 955-3842

-----Original Message-----

From: amy.elmer@gd-ltd.com [mailto:amy.elmer@gd-ltd.com]
Sent: Wednesday, June 30, 2010 4:38 PM
To: Taylor, Desiree
Subject: FW: TC177 Item99 - GID 8544 - Riverside County
Importance: High

Hi Desiree,

I have received your request for additional information on the above referenced TC. Global is at a loss of what to do with this file...Please see below for my notes:

Per Carol Bolterstein at Marina Operations Corp. our client, Scott Finch, is no longer with the Company. Furthermore, the only "Incorporated" document they can provide is the "Incumbency Certificate" which we have already provided.

They are a very large Corporation and the Documents the County is requesting do not have the officer's names on it. The only document with officer's names is the "Incumbency Certificate".

What are your thoughts on what else we can provide you? Thank you for your time, I hope all is well. Have a great evening! :)

Respectfully,

Amy L. Elmer

Manager of Claims Processing

Global Discoveries, Ltd.

Direct Line: 800.710.1703

CONFIDENTIALITY NOTICE: This e-mail transmission, and any documents, files or previous e-mail messages attached to it may contain confidential information that is legally privileged and is intended for the designated recipient only.

If you have received it in error, please notify the sender immediately and delete the original. Any other use of the email by you is STRICTLY PROHIBITED.

-----Original Message-----

From: Cindy Shephard

Sent: Monday, June 28, 2010 8:53 AM

To: Amy Elmer

Cc: Cindy Shephard

Subject: FW: TC177 Item99 - GID 8544 - Riverside County

Amy,

Per Carol Bolterstein (248.593.6032) at Marina Operations Corp. our client, Scott Finch, is no longer with the Company. Furthermore, the only "Incorporated" document they can provide is the "Incumbency Certificate" which we have already provided.

They are a very large Corporation and the Documents the County is requesting do not have the officer's names on it. The only document with officer's names is the "Incumbency Certificate".

Let me know what further documentation we need.

Thanks,

Cindy

Previous E-mails:

Michelle,

I don't understand Desiree's request. We have already given her the a document showing Scott has authority to sign on behalf of Marina Operation Corp. Am I missing something?

Does she also want the original Articles of Incorporation for Wilderness River Adventures? We sent her the "Amendment to the Articles of Incorporation" showing the name change.

Please advise on how you want me to respond to her.

Thanks!

-----Original Message-----

From: Taylor, Desiree [mailto:DDTaylor@co.riverside.ca.us]

Sent: Thursday, June 24, 2010 10:03 AM

To: Cindy Shephard

Subject: RE: TC177 Item99

Cindy,

Thank you for sending me the documents because I was missing the one page where they went from Wilderness to Marina. However, I am still going to need articles and statement of domestic stock showing that Scott can claim on behalf of Marina Operation Corp. If you have any further questions please let me know.

Thank you,

Desiree' D. Taylor

County of Riverside

Treasurer-Tax Collector

(951) 955-3842

From: Cindy Shephard
Sent: Thursday, June 24, 2010 9:18 AM
To: 'DDTaylor@co.riverside.ca.us'
Cc: Amy Elmer; Michelle Reynosa
Subject: FW: TC177 Item99

Hi Desiree,

I have reviewed the claim package and noticed that there was a document out of order. The "Plan of Merger" is part of the Corporate Document dated June 24, 1992.

* The "Articles of Amendment to the Articles of Incorporation of Wilderness River Adventures, Inc." dated February 22, 1993, documents the Corporations name change to " Marina Operations Corp." and should have been placed after the document dated June 24, 1992.

* Also included in the package was an Incumbency Certificate of Marina Operation Corp. verifying Scott H. Finch's authority to sign for the Marina Operations Corporation.

Please see attached documents that were submitted with the original package for verification.

Let me know if you have any further questions. Or if there is any additional documentation needed.

Thank you,

Cindy Shephard
Claims Processing

-----Original Message-----

From: Taylor, Desiree [mailto:DDTaylor@co.riverside.ca.us]
Sent: Thursday, June 24, 2010 7:36 AM
To: Amy Elmer
Subject: TC177 Item99

Amy,

I am going to need the following documents to complete your claim:

Documentation showing how Marina Operations Corp is the successor interest in Sun City Development. I can see the chain that Sun City Development became Wilderness River Adventures, Inc but I can't see the chain after that. Does Wilderness River Adventures merge

into Marina Operations Corp? If this is the case I will need Marina Operations Corp's Articles of Incorporation and Statement of Domestic stock and if Scott Finch isn't within the documents then a letter stating that he can collect on behalf of Marina Operations Corp. If you have any questions please give me a call.

Your deadline to have all documentation in is July 26, 2010.

Thank you,

Desiree D. Taylor
County of Riverside Treasurer-Tax Collector Tax Enforcement Unit
951-955-3842 (phone)
951-955-3990 (fax)
Mail Stop #1110
ddtaylor@co.riverside.ca.us<blocked::mailto:>
<http://www.countytreasurer.org><blocked::http://www.countytreasurer.org/>

JOINT ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER
AND BOARD OF DIRECTORS
IN LIEU OF MEETING

Sun City Development Corporation

June 24, 1992

Pursuant to the authority contained in New York Business Corporation Law, the undersigned, being the sole shareholder and all of the directors of Sun City Development Corporation, a New York corporation, does hereby consent to the adoption of the following resolutions, without the formality of convening a meeting of the shareholder or board of directors, for and as the actions of this corporation, as of the date hereof:

RESOLVED, that the merger of this corporation into Wilderness River Adventures, Inc., an Arizona corporation, in accordance with the attached Plan of Merger, be and is hereby approved and adopted; and

RESOLVED FURTHER, that the officers of this corporation are hereby authorized and directed, for and on behalf of this corporation, to execute, acknowledge, and deliver to the appropriate governmental agencies any and all certificates, statements, consents, agreements and waivers as may be necessary or convenient to cause the merger of this corporation into Wilderness River Adventures, Inc. and otherwise to carry into effect the attached Plan of Merger; and

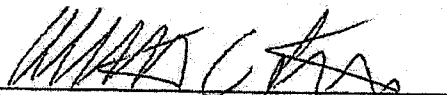
RESOLVED FURTHER, that the provisions of New York Business Corporation Law §903 relating to Notice of Shareholders Meeting and distribution of the Plan of Merger be and is hereby waived.

Executed as of the date first above written.

SOLE SHAREHOLDER:

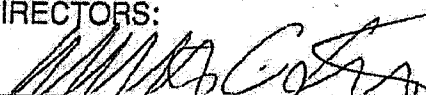
Del Webb Corporation
an Arizona corporation


By:


Robertson C. Jones

Its: Vice President

DIRECTORS:


Robertson C. Jones


Thomas E. Lucas

EXPEDITED

STATE OF ARIZONA
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

WILDERNESS RIVER ADVENTURES, INC.

Changing the name to
MARINA OPERATIONS CORP.

AZ CORP COMMISSION
FOR THE STATE OF AZ
FILED

FEB 22 11 48 AM '93

APPROVED BY 4.2. Kreuder
DATE 3-1-93
TERM _____
DATE _____

448187-7

Pursuant to the provisions of A.R.S. § 10-061, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is Wilderness River Adventures, Inc.

SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

The name of the Corporation shall be Marina Operations Corp., and its principal place of business shall be in Page, Arizona, but other offices may be established and maintained within or outside of Arizona at such places as the Board of Directors may designate.

THIRD: The amendment was adopted by the sole shareholder of the corporation on February 12, 1993 in the manner prescribed by A.R.S. § 10-059.

FOURTH: The number of shares outstanding at the time of such adoption was 100 and the number of shares entitled to vote thereon was 100.

FIFTH: The corporation has outstanding only a single class of stock.

SIXTH: The number of shares voted for the amendment was 100 and the number of shares voted against the amendment was 0.

SEVENTH: The amendment does not effect any exchange, reclassification, or cancellation of issued shares.

**INCUMBENCY CERTIFICATE
OF
MARINA OPERATIONS CORP.**

The undersigned, being a duly elected officers of MARINA OPERATIONS CORP., an Arizona corporation (the "Corporation"), does hereby certify that the persons named below are the duly elected officers of the Corporation holding the respective offices set forth opposite their names:

Name

Scott H. Finch

Title

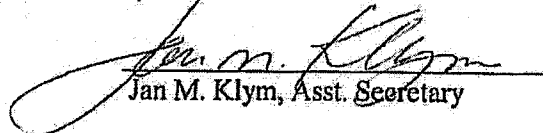
Assistant Treasurer & Assistant
Secretary

Signature



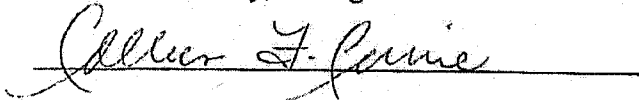
IN WITNESS WHEREOF, I have hereunto signed my name as Assistant Secretary of Marina Operations Corp..

Dated effective as of the 21st day of November, 2007.



Jan M. Klym, Asst. Secretary

Subscribed and sworn to before me on November 21, 2007
in Oakland County, Michigan



**COLLEEN F. CURRIE
NOTARY PUBLIC, STATE OF MI
COUNTY OF OAKLAND
MY COMMISSION EXPIRES Apr 14, 2012**

01/22/2008

State of Arizona Public Access System

11:40 AM

File Number: -0862465-5

Corp. Name: DW HOMEBUILDING CO.

Domestic Address

* CORPORATION SERVICE COMPANY
2338 W ROYAL PALM RD
STE J
PHOENIX, AZ 85021

Second Address

Agent: CORPORATION SERVICE COMPANY
Status: APPOINTED 09/13/2007
Mailing Address:
2338 W ROYAL PALM RD
STE J

PHOENIX, AZ 85021

Agent Last Updated: 09/17/2007

Business Type: CONSTRUCTION

Domicile: ARIZONA

County: MARICOPA

Corporation Type: BUSINESS

Life Period: PERPETUAL

Incorporation Date: 01/06/1999

Approval Date: 01/06/1999

Last A/R Received: 1 / 2007

Date A/R Entered: 01/04/2007

Next Report Due: 01/06/2008

Additional Corporate Information

A/R Returned:

A/R Ret Code:

Orig Pub Date: 02/16/1999

Merger Date: 01/10/2008 Merger Waiver:

Merger Pub:

Amendment: Amend Waiver:

Amend Pub:

Amendment Type:

Disclosure:

Extension:

Extens Date:

Renewed:

Dis/With:

Dis/With Date:

Special:

Previous Year:

Prev Fiscal:

Fiscal:

Reinstatement:

Revocation:

Reinstatement:

Revocation:

Date A/R Sent: 10/02/2007

Status:

Status Date:

Bankrupt Corp:

Bankrupt Off:

Expiration:

Comment:

True Name:

Changes to Corporation

MERGED FROM

TERRAVITA CORP.

-0601180-4

ON 01/10/2008

MERGED FROM

MARINA OPERATIONS CORP.

-0148187-7

ON 01/10/2008

MERGED FROM

DEL WEBB PURCHASING COMPANY OF ILLINOIS, INC.

-0854150-3

ON 01/10/2008

MERGED FROM

DEL WEBB PROPERTY CORP.

-0600895-6

ON 01/10/2008

MERGED FROM

DEL WEBB MIDATLANTIC CORP.

-0600894-5

ON 01/10/2008

MERGED FROM

DEL WEBB GOLF CORP.

-0866576-5

ON 01/10/2008

Changes to Corporation

MERGED FROM	
DEL WEBB COMMERCIAL PROPERTIES CORPORATION	
ON 01/10/2008	-0163819-6
MERGED FROM	
DEL E. WEBB FINANCIAL CORPORATION	
ON 01/10/2008	-0160703-5
MERGED FROM	
ASSET ONE CORP.	
ON 01/10/2008	-0600678-0
MERGED FROM	
ASSET FIVE CORP.	
ON 01/10/2008	-0600893-4
MERGED FROM	
TROVAS COMPANY	
ON 07/31/2001	-0740764-0
MERGED FROM	
TERRAVITA COMMERCIAL CORP.	
ON 07/31/2001	-0745200-0
MERGED FROM	
DEL E. WEBB GLEN HARBOR DEVELOPMENT CORPORATION	
ON 07/31/2001	-0170859-7
MERGED FROM	
DEL E. WEBB CACTUS DEVELOPMENT CORP.	
ON 07/31/2001	-0197475-0
MERGED FROM	
DEL WEBB'S SUN CITY REALTY, INC.	
ON 07/31/2001	-0710622-5
MERGED FROM	
DEL WEBB'S STETSON HILLS, INC.	
ON 07/31/2001	-0747426-2
MERGED FROM	
DEL WEBB'S COVENTRY HOMES CONSTRUCTION OF TUCSON CO.	
ON 07/31/2001	-0600758-9
MERGED FROM	
DEL WEBB'S COVENTRY HOMES OF TUCSON, INC.	
ON 07/31/2001	-0600703-5
MERGED FROM	
DEL WEBB'S LANDSCAPING SERVICES, INC.	
ON 07/31/2001	-0855165-3
MERGED FROM	
DEL WEBB'S CONTRACTING SERVICES OF TUCSON, INC.	
ON 07/31/2001	-0528430-2
MERGED FROM	
DEL WEBB COMMUNITIES OF NEVADA, INC.	
ON 07/31/2001	-0721772-5
MERGED FROM	
DEL WEBB ARCHITECTURAL SERVICES, INC.	
ON 07/31/2001	-0756429-6
MERGED FROM	
COVENTRY OF CALIFORNIA, INC.	
ON 07/31/2001	-0711210-4
MERGED FROM	
ASSET SIX CORP.	
ON 07/31/2001	-0866153-8

ARIZONA CORPORATION COMMISSION
TRANSMITTAL FOR FAX FILING

EXPEDITED SERVICE

To: Arizona Corporation Commission
Corporations Division
1300 West Washington
Phoenix, Arizona 85007

Fax Numbers (602)
Corp. Filings 542-4100
Corp. Records 542-3414
Certifications 542-9788
Annual Reports 542-0082
Non-Expedited 542-4990

FROM: Pulte Homes

(Account Holder)

Advance Account Number: 1332 Fax No. (480) 391-6253

Contact Person: PATRICIA FAIRFIELD

Telephone Number: (480) 391-6231

Corporation Name: DW Homebuilding Co.
Document Type: Articles of Merger

Number of pages (including transmittal): 11

X PLEASE EXPEDITE THIS FILING AND CHARGE THE
APPLICABLE FEE OF \$35.00 (PER FILING) TO MY
ACCOUNT.

.....
The Corporation Commission hereby acknowledges
receipt of the document type described herein. *

(Date Stamp)

Filing fee(s) charged to your account in the amount of \$ _____

There is a problem with your transmittal. Please call
the undersigned at your earliest convenience. Thank
you.

Examiner Teri Little

Telephone: (602) 542-0794

* All documents are subject to review before filing.



PAID

135.00
272140

RECEIVED

JAN 10 2008

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

STATE OF ARIZONA

ARTICLES OF MERGER
OF

ASSET FIVE CORP., an Arizona corporation - 0600893-4
ASSET ONE CORP., an Arizona corporation - 0600678-0
DEL E. WEBB FINANCIAL CORPORATION, an Arizona corporation - 0160703-5
DEL WEBB COMMERCIAL PROPERTIES CORPORATION, an Arizona corporation - 0163819-6
DEL WEBB GOLF CORP., an Arizona corporation - 0866576-5
DEL WEBB MIDATLANTIC CORP., an Arizona corporation - 0600894-5
DEL WEBB PROPERTY CORP., an Arizona corporation - 0600895-6
DEL WEBB PURCHASING COMPANY OF ILLINOIS, INC., an Arizona corporation - 085450-3
MARINA OPERATIONS CORP., an Arizona corporation - 0148127-7
TERRAVITA CORP., an Arizona corporation - 0601180-4

INTO

DW HOMEBUILDING CO.
an Arizona corporation

Pursuant to the provisions of Sections 10-1105 of the Arizona Revised Statutes, each of the corporations listed on Exhibit A attached hereto and incorporated herein by reference, each of them an Arizona corporation ("the Predecessor Corporations"), and DW Homebuilding Co., an Arizona corporation ("the Surviving Corporation")(collectively, the "Constituent Corporations"), adopt the following Articles of Merger for the purpose of merging the Predecessor Corporations into the Surviving Corporation:

1. Plan of Merger. The attached Agreement and Plan of Merger was approved by the shareholders of the Constituent Corporations in the manner prescribed by A.R.S. §§ 10-1103 and 10-704.

2. Known Place of Business. The known place of business of the Surviving Corporation is:

DW Homebuilding Co.
2338 W. Royal Palm Road, Ste. J
Phoenix, Arizona 85021

\$ PAID
\$135.00
Inv # 2721420

3. Statutory Agent. The name and address of the statutory agent of the Surviving Corporation is:

Corporation Service Company
2338 W. Royal Palm Road, Ste. J
Phoenix, Arizona 85021

4. The number of shares outstanding for each corporation are as follows:

		Number of Shares	
Corporation	Designation	Outstanding	Entitled to Vote
<u>Predecessor Corporations</u>			
Asset Five Corp.	Common Stock	100	100
Asset One Corp.	Common Stock	1000	1000
Del B. Webb Financial Corporation	Common Stock	1000	1000
Del Webb Commercial Properties Corporation	Common Stock	1000	1000
Del Webb Golf Corp.	Common Stock	1000	1000
Del Webb MidAtlantic Corp.	Common Stock	100	100
Del Webb Property Corp.	Common Stock	1000	100
Del Webb Purchasing Company of Illinois, Inc.	Common Stock	1000	1000
Marina Operations Corp.	Common Stock	1000	1000
Terravita Corp.	Common Stock	1000	1000
<u>Surviving Corporation</u>			
DW Homebuilding Co.	Common Stock	1,000	1,000

5. The number of shares voted for or against the merger from the Constituent Corporations are as follows:


		Number of Shares	
Corporation	Designation	For	Against
Predecessor Corporations			
Asset Five Corp.	Common Stock	100	-0-
Asset One Corp.	Common Stock	1000	-0-
Del E. Webb Financial Corporation	Common Stock	1000	-0-
Del Webb Commercial Properties Corporation	Common Stock	1000	-0-
Del Webb Golf Corp.	Common Stock	1000	-0-
Del Webb MidAtlantic Corp.	Common Stock	100	-0-
Del Webb Property corp.	Common Stock	100	-0-
Del Webb Purchasing Company of Illinois, Inc.	Common Stock	1000	-0-
Marina Operations Corp.	Common Stock	1000	-0-
Terravita Corp.	Common Stock	1000	-0-

Surviving Corporation			
DW Homebuilding Co.	Common Stock	1,000	-0-

DATED: December 31, 2007

PREDECESSOR CORPORATIONS

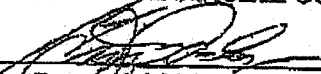
ASSET FIVE CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President

ASSET ONE CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President

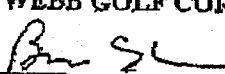
DEL E. WEBB FINANCIAL CORPORATION, an Arizona corporation

By 
Gregory M. Nelson, Vice President

DEL WEBB COMMERCIAL PROPERTIES CORPORATION, an Arizona corporation

By 
Gregory M. Nelson, Vice President

DEL WEBB GOLF CORP., an Arizona corporation

By 
Bruce E. Robinson, Vice President


DEL WEBB MIDATLANTIC CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President

DEL WEBB PROPERTY CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President


DEL WEBB PURCHASING COMPANY OF ILLINOIS, INC., an Arizona corporation

By 
Gregory M. Nelson, Vice President

MARINA OPERATIONS CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President

TERRAVITA CORP., an Arizona corporation

By: 
Gregory M. Nelson, Vice President

SURVIVING CORPORATION

DW HOMEBUILDING CO.
an Arizona corporation

By 
Gregory M. Nelson, Vice President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Plan") dated December 31, 2007, is between each of the corporations listed on Exhibit A attached hereto and incorporated herein by reference (collectively, the "Predecessor Corporations"), and DW Homebuilding, Inc., an Arizona corporation (the "Surviving Corporation"). Such corporations are sometimes collectively referred to as the "Constituent Corporations."

The directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Predecessor Corporations merge with and into the Surviving Corporation upon the terms and conditions herein provided.

NOW, THEREFORE, the parties hereby adopt the plan of reorganization encompassed by the Plan:

1. TERMS AND CONDITIONS

1.1 Merger and Effective Date. The Predecessor Corporations shall be merged with and into the Surviving Corporation effective upon the date this Plan is filed with the Arizona Corporation Commission (the "Effective Date").

1.2 Stock. Upon the Effective Date, by virtue of the merger and without any further action on the part of the Constituent Corporations or their shareholders, each share of Common Stock of the Predecessor Corporations issued and outstanding on the Effective Date shall be cancelled and no additional shares of common stock of the Surviving Corporation shall be issued.

1.3 Stock Certificates. On and after the Effective Date, all of the outstanding certificates which, prior to that time, represented shares of the Common Stock of the Predecessor Corporations ("Existing Certificates") shall be deemed cancelled for all purposes.

2. ARTICLES OF INCORPORATION, DIRECTORS AND OFFICERS

2.1 Directors and Officers. The directors and officers of the Surviving Corporation immediately preceding the Effective Date shall continue to be the directors and officers of the Surviving Corporation on and after the Effective Date to serve until the expiration of their terms and until their successors are elected and qualified.

3. MISCELLANEOUS

3.1 Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of the Predecessor Corporations such deeds and other instruments, and there shall be taken or caused to be taken by any or all of them, such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to conform of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Predecessor Corporations and otherwise to carry out the purposes of this Plan, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of the Predecessor Corporations or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendment. At any time before or after approval by the shareholders of the Constituent Corporations, this Plan may be amended in any manner (except that any of the principal terms may not be amended without the approval of the shareholders of the Constituent Corporations) as may be determined in the judgment of the respective Boards of Directors of the Constituent Corporations to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Plan.

3.3 Abandonment. At any time before the Effective Date, this Plan may be terminated and the merger contemplated hereby may be abandoned by the Board of Directors of either the Predecessor Corporations or the Surviving Corporation or both, notwithstanding the approval of this Plan by the shareholders of the Constituent Corporations.

3.4 Counterparts. In order to facilitate the filing of this Plan, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

DATED: December 31, 2007.

PREDECESSOR CORPORATIONS

ASSET FIVE CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President

ASSET ONE CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President


DEL E. WEBB FINANCIAL CORPORATION, an Arizona corporation

By 
Gregory M. Nelson, Vice President

DEL WEBB COMMERCIAL PROPERTIES CORPORATION, an Arizona corporation

By 
Gregory M. Nelson, Vice President

DEL WEBB GOLF CORP., an Arizona corporation

By 
Bruce E. Robinson, Vice President

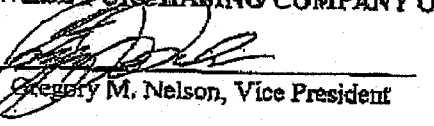
DEL WEBB MIDATLANTIC CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President

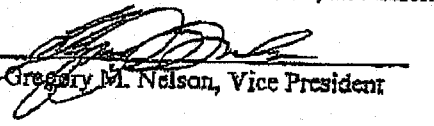
DEL WEBB PROPERTY CORP., an Arizona corporation

By 
Gregory M. Nelson, Vice President

DEL WEBB PURCHASING COMPANY OF ILLINOIS, INC., an Arizona corporation

By 
Gregory M. Nelson, Vice President

MARINA OPERATIONS CORP., an Arizona corporation

By: 
Gregory M. Nelson, Vice President

TERRAVITA CORP., an Arizona corporation

By: 
Gregory M. Nelson, Vice President

SURVIVING CORPORATION

DW HOMEBUILDING CO.
an Arizona corporation

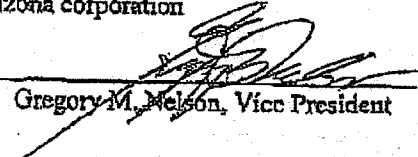
By 
Gregory M. Nelson, Vice President

Exhibit A
Predecessor Corporations

ASSET FIVE CORP., an Arizona corporation
ASSET ONE CORP., an Arizona corporation
DEL E. WEBB FINANCIAL CORPORATION, an Arizona corporation
DEL WEBB COMMERCIAL PROPERTIES CORPORATION, an Arizona corporation
DEL WEBB GOLF CORP., an Arizona corporation
DEL WEBB MIDATLANTIC CORP., an Arizona corporation
DEL WEBB PROPERTY CORP., an Arizona corporation
DEL WEBB PURCHASING COMPANY OF ILLINOIS, INC., an Arizona corporation
MARINA OPERATIONS CORP., an Arizona corporation
TERRAVITA CORPORATION, an Arizona corporation

July 27, 2010

VIA CERTIFIED MAIL

Desiree Taylor
Treasurer & Tax Collector
RIVERSIDE COUNTY
4080 Lemon St. 4th Floor
Riverside, CA 92502

APN: 333040015-1
TC177 Item 99

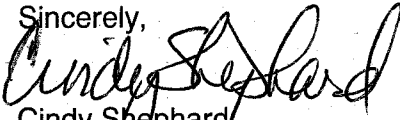
Dear Ms. Taylor:

Per your request, enclosed, please find the following documentation to support our claim for the above referenced parcel:

- *Assignment of Right to Collect Excess Proceeds signed by Gregory M. Nelson, Vice President of DW Homebuilding Co. as successor in interest to Sun City Development Corporation.*
- *Copy of Photo ID for Gregory M. Nelson*

The enclosed information should assist in perfecting our claim. If there is anything further that you may need, please contact me at (209) 593-3917 or (800) 710-1703. Thank you for your time and patience.

Sincerely,



Cindy Shephard
Claims Processing

Enclosure

8544

Certified Receipt # 7009 3410 0001 7917 7941

ASSIGNMENT OF RIGHT TO COLLECT EXCESS PROCEEDS

To expedite processing of this claim, we would strongly suggest you use this form. For this form to be valid it must be completed in its entirety and documentation establishing the assignor as a "party of interest" must be provided at the time this document is filed with the Treasurer-Tax Collector. PLEASE SEE REVERSE SIDE OF THIS DOCUMENT FOR FURTHER INSTRUCTIONS.

As a party of interest (defined in Section 4675 of the California Revenue and Taxation Code), I, the undersigned, do hereby assign to GLOBAL DISCOVERIES, LTD. my right to apply for and collect the excess proceeds which you are holding and to which I am entitled from the sale of assessment number 333040015-1, Tax Sale Number TC177, Item 99 sold at public auction on 3/12/2007. I understand that the total of excess proceeds available for refund is \$ 23,269.47+/-, and that I AM GIVING UP MY RIGHT TO FILE A CLAIM FOR THEM. FOR VALUABLE CONSIDERATION RECEIVED I HAVE SOLD THIS RIGHT OF COLLECTION (assignment) TO THE ASSIGNEE. I certify under penalty of perjury that I have disclosed to the assignee all facts of which I am aware relating to the value of this right I am assigning.

[Signature]
(Signature of Party of Interest/Assignor) (Date)
Tax ID/SS# 86-0942886

DW Homebuilding Co. as successor in interest to Sun City Development Corporation: By: Gregory M. Nelson, Vice President
(Name Printed)

100 Bloomfield Hills Parkway
(Address)
Bloomfield Hills, MI 48304
(City/State/Zip)

STATE OF ~~CALIFORNIA~~ Michigan) ss.
COUNTY OF Oakland)

(Area Code/Telephone Number)

On July 26, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared Gregory M. Nelson known to me (or proven to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within instrument and acknowledged to me that he/she/they executed the same.

WITNESS my hand and official seal.

SHIRLEY E. HUTCHINS
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Mar 30, 2017
ACTING IN COUNTY OF Oakland

(This area for official seal)

I, the undersigned, certify under penalty of perjury that I have disclosed to the party of interest (assignor), pursuant to Section 4675 of the California Revenue and Taxation Code, all facts of which I am aware relating to the value of the right he is assigning, that I have disclosed to him the full amount of excess proceeds available, and that I HAVE ADVISED HIM OF HIS RIGHT TO FILE A CLAIM ON HIS OWN WITHOUT ASSIGNING THAT RIGHT.

(Signature of Assignee)

Jed Byerly, Chief Operating Officer
(Name Printed)

Tax ID/SS# 77-0558969

Global Discoveries, Ltd.
(Address)

STATE OF CALIFORNIA) ss.
COUNTY OF Stanislaus)

P.O. Box 1748
Modesto, California 95353-1748
(City/State/Zip)

Phone: (209) 593-3913

On _____, before me, the undersigned, a Notary Public in and for said State, personally appeared ***Jed Byerly*** known to me (or proven to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same.

WITNESS my hand and official seal.

(Signature of Notary)

(This area for official seal)

04/16/2012

Arizona Corporation Commission
State of Arizona Public Access System

3:02 PM

Corporate Status Inquiry**File Number: -0862465-5****Corp. Name: DW HOMEBUILDING CO.****This Corporation is in Good Standing**

This information is provided as a courtesy and does not constitute legally binding information regarding the status of the entity listed above. To obtain an official Certificate indicating that the entity is in good standing click on Print Certificate and follow printing instructions. To re-print a previously generated Certificate of Good Standing click Reprint Certificate.

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04/16/2012

Arizona Corporation Commission
State of Arizona Public Access System

3:01 PM

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Corporate Inquiry

File Number: -0862465-5

[Check Corporate Status](#)

Corp. Name: DW HOMEBUILDING CO.

Domestic Address

% CORPORATION SERVICE COMPANY

2338 W ROYAL PALM RD

STE J

PHOENIX, AZ 85021

Statutory Agent Information

Agent Name: CORPORATION SERVICE COMPANY

Agent Mailing/Physical Address:

2338 W ROYAL PALM RD

STE J

PHOENIX, AZ 85021

Agent Status: APPOINTED 09/13/2007

Agent Last Updated: 09/17/2007

Additional Corporate Information

Corporation Type: BUSINESS

Business Type: INACTIVE

Incorporation Date: 01/06/1999

Corporate Life Period: PERPETUAL

Domicile: ARIZONA

County: MARICOPA

Approval Date: 01/06/1999

Original Publish Date: 02/16/1999

Officer Information

JAN M KLYM
OTHER OFFICER

RICHARD J DUGAS JR
PRESIDENT

100 BLOOMFIELD HILLS PKWY #300 BLOOMFIELD HILLS, MI 48304 Date of Taking Office: 11/19/2003 Last Updated: 12/28/2011	100 BLOOMFIELD HILLS PKWY #300 BLOOMFIELD HILLS, MI 48304 Date of Taking Office: 07/01/2003 Last Updated: 12/28/2011
STEVEN M COOK SECRETARY 100 BLOOMFIELD HILLS PKWY #300 BLOOMFIELD HILLS, MI 48304 Date of Taking Office: 02/06/2006 Last Updated: 12/28/2011	BRUCE E ROBINSON TREASURER 100 BLOOMFIELD HILLS PKWY #300 BLOOMFIELD HILLS, MI 48304 Date of Taking Office: 08/27/2001 Last Updated: 12/28/2011
MICHAEL J SCHWENINGER VICE-PRESIDENT 100 BLOOMFIELD HILLS PKWY #300 BLOOMFIELD HILLS, MI 48304 Date of Taking Office: 03/02/2009 Last Updated: 12/28/2011	STEVEN M COOK VICE-PRESIDENT 100 BLOOMFIELD HILLS PKWY #300 BLOOMFIELD HILLS, MI 48304 Date of Taking Office: 02/06/2006 Last Updated: 12/28/2011

Director Information

STEVEN M COOK DIRECTOR 100 BLOOMFIELD HILLS PKWY #300 BLOOMFIELD HILLS, MI 48304 Date of Taking Office: 02/06/2006 Last Updated: 12/28/2011	GREGORY M NELSON DIRECTOR 100 BLOOMFIELD HILLS PKWY #300 BLOOMFIELD HILLS, MI 48304 Date of Taking Office: 08/27/2001 Last Updated: 12/28/2011
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Annual Reports

Next Annual Report Due: 01/06/2013		E-FILE An Annual Report Online << Click Here			
FORMS For Annual Reports To Be Printed And Mailed << Click Here					
File Year	File Month	Date Received	Reason Returned	Date Returned	Extension
2012	01	12/27/2011			
2011	01	01/04/2011			
2010	01	01/05/2010			
2009	01	12/12/2008			
2008	01	01/08/2008			
2007	01	01/04/2007			
2006	01	12/29/2005			
2005	01	01/03/2005			
2004	01	01/05/2004			
2003	01	01/09/2003			
2002	01	03/18/2002			
2001	01	01/03/2001			
2000	01	01/11/2001			

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Document Number	Description	Date Received
00246271	01 ANNUAL REPORT	01/03/2001
00249373	00 ANNUAL REPORT	01/11/2001
00461231	02 ANNUAL REPORT	03/18/2002
00631174	03 ANNUAL REPORT	01/09/2003
00844466	04 ANNUAL REPORT	01/05/2004
01102262	05 ANNUAL REPORT	01/03/2005
01437287	06 ANNUAL REPORT	12/29/2005
01642218	AGENT ADDRESS CHANGE	05/26/2006
01562528	07 ANNUAL REPORT	01/04/2007
02153080	CHANGE(S)	09/13/2007
02272779	08 ANNUAL REPORT	01/08/2008
02294552	PUB OF MERGER	02/04/2008
02648196	09 ANNUAL REPORT	12/12/2008
03008134	10 ANNUAL REPORT	01/05/2010
03042982	PUB OF MERGER	01/25/2010
03331516	PUB OF MERGER	12/06/2010
03359353	11 ANNUAL REPORT	01/04/2011
03713906	12 ANNUAL REPORT	12/27/2011

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Description	Corporation Name	Date
MERGED FROM	DEL WEBB TEXAS TITLE AGENCY CO.	11/05/2010
MERGED FROM	THUNDERBIRD LODGE HOLDING CORP.	11/05/2010
MERGED FROM	DEL WEBB'S SUNFLOWER OF TUCSON, INC.	12/23/2009
MERGED FROM	DEL E. WEBB FOOTHILLS CORPORATION	12/23/2009
MERGED FROM	TERRAVITA CORP.	01/10/2008
MERGED FROM	MARINA OPERATIONS CORP.	01/10/2008
MERGED FROM	DEL WEBB PURCHASING COMPANY OF ILLINOIS, INC.	01/10/2008
MERGED FROM	DEL WEBB PROPERTY CORP.	01/10/2008
MERGED FROM	DEL WEBB MIDATLANTIC CORP.	01/10/2008

MERGED FROM	DEL WEBB GOLF CORP.	01/10/2008
MERGED FROM	DEL WEBB COMMERCIAL PROPERTIES CORPORATION	01/10/2008
MERGED FROM	DEL E. WEBB FINANCIAL CORPORATION	01/10/2008
MERGED FROM	ASSET ONE CORP.	01/10/2008
MERGED FROM	ASSET FIVE CORP.	01/10/2008
MERGED FROM	TROVAS COMPANY	07/31/2001
MERGED FROM	TERRAVITA COMMERCIAL CORP.	07/31/2001
MERGED FROM	DEL E. WEBB GLEN HARBOR DEVELOPMENT CORPORATION	07/31/2001
MERGED FROM	DEL E. WEBB CACTUS DEVELOPMENT CORP.	07/31/2001
MERGED FROM	DEL WEBB'S SUN CITY REALTY, INC.	07/31/2001
MERGED FROM	DEL WEBB'S STETSON HILLS, INC.	07/31/2001
MERGED FROM	DEL WEBB'S COVENTRY HOMES CONSTRUCTION OF TUCSON CO.	07/31/2001
MERGED FROM	DEL WEBB'S COVENTRY HOMES OF TUCSON, INC.	07/31/2001
MERGED FROM	DEL WEBB'S LANDSCAPING SERVICES, INC.	07/31/2001
MERGED FROM	DEL WEBB'S CONTRACTING SERVICES OF TUCSON, INC.	07/31/2001
MERGED FROM	DEL WEBB COMMUNITIES OF NEVADA, INC.	07/31/2001
MERGED FROM	DEL WEBB ARCHITECTURAL SERVICES, INC.	07/31/2001
MERGED FROM	COVENTRY OF CALIFORNIA, INC.	07/31/2001
MERGED FROM	ASSET SIX CORP.	07/31/2001
MERGED FROM	ASSET FOUR CORP.	07/31/2001
MERGED FROM	ANTHEM GOLF AND COUNTRY CLUB, INC.	07/31/2001

Microfilm

Location	Date Received	Description
11293004029	01/06/1999	ARTICLES
20238045026	02/16/1999	PUB OF ARTICLES
31603001338	01/03/2001	01 ANNUAL REPORT
31603003196	01/11/2001	00 ANNUAL REPORT
11492002024	07/31/2001	MERGER
20287058020	09/10/2001	PUB OF AMEND AND MERGER
11488015042	09/28/2001	AGENT APPOINTMENT/CORP ADDR CHG
11507013032	09/28/2001	AGENT APPOINTMENT/CORP ADDR CHG
31656002297	03/18/2002	02 ANNUAL REPORT
31703000426	01/09/2003	03 ANNUAL REPORT
31782001842	01/05/2004	04 ANNUAL REPORT
31844002146	01/03/2005	05 ANNUAL REPORT
31945002421	12/29/2005	06 ANNUAL REPORT
31976006004	05/26/2006	AGENT ADDRESS CHANGE
32012002095	01/04/2007	07 ANNUAL REPORT
32068004632	09/13/2007	CHANGE(S)
32100001812	01/08/2008	08 ANNUAL REPORT

11795024032	01/10/2008	MERGER
32108002789	02/04/2008	PUB OF MERGER
32177000159	12/12/2008	09 ANNUAL REPORT
11880010008	12/23/2009	MERGER
11900003047	11/05/2010	MERGER

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