

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 119982



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

BUSINESS CORPORATION

AUG 23 2001

[Signature]

**APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Phillips and Jordan, Incorporated *AL*
2. It is incorporated under the laws of North Carolina
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
4. The date of its incorporation is August 4, 1959 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 Courthouse Square, Robbinsville, North Carolina 28771
6. The address of its proposed registered office in Rhode Island is 10 Weybossett Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT Corporation System
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To carry on and conduct a general construction, landclearing, right-of-ways, and excavating and contracting business.

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>SEE ATTACHED LIST OF</u>	<u>DIRECTORS AND OFFICERS</u>
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>Common</u>		<u>\$100.00 per share</u>

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>75</u>	<u>Common</u>		<u>\$100.00 per share</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 37,000,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 50,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.13513 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 93,000,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 150,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.16129 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: August 22, 2001

Phillips and Jordan, Incorporated
 Print Exact Name of Corporation Making Application

By J. Patrick McMillen
 President or Vice President (check one)

AND
 By Connie H. Nichols
 Secretary or Assistant Secretary (check one)

STATE OF Tennessee
 COUNTY OF Knox

In Knoxville, TN, on this 22nd day of August, 2001, personally appeared before me Connie H. Nichols who, being by me first duly sworn, declared that he/she is the Corporate Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Bonnie Adams
 Notary Public
 My Commission Expires: August 5, 2003

PHILLIPS AND JORDAN, INCORPORATED
OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>HOME ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP</u>
Officers: William T. Phillips, Sr.	Chairman & CEO	800 Brixworth Blvd	Knoxville	TN	37922
Ben R. Turner	President & COO	35502 Butts Landing	Dade City	FL	33525
J. Patrick McMullen	Vice President CFO & Treasurer	16 Hickory Place	Norris	TN	37928
William T. Phillips, Jr.	Vice-Chairman & Vice-President Real Estate and Development	4360 Lyons Pointe Lane	Knoxville	TN	37919
Scott D. Orr	Vice President FL Clearing Division	32645 Trilby Road	Dade City	FL	33525
H. Lin Riley, Jr	Vice President TN Heavy Division	402 Ensign Lane	Knoxville	TN	37922
Wendell E. Durham	Vice President FL Clearing Division	5701 Brook Loop Drive	Lakeland	FL	33811
Randy Jordan	Vice President NC Clearing Division	34 Shane Laughter Rd.	Robbinsville	NC	28771
Stanley L. Croy	Vice President FL Heavy Division	8038 W. Ridge Pointe Dr.	Lakeland	FL	33809
Dan R. Garson	Vice President Golf Services Division	1586 South Wolfe Road	Sunnyvale	CA	94087
Niall W. Fraser	Vice President Golf Services Division	17824 Osprey Pointe Place	Tampa	FL	33647
Connie H. Nichols	Secretary & Asst. Vice President Real Estate and Development	902 Forest Ridge Circle	Knoxville	TN	37932
R. Page Riley	Asst. Vice President	1301 Amblewinds Lane	Knoxville	TN	37922
Max G. Morton	Asst. Vice President	161 Country Walk Drive	Powell	TN	37849
Dorinda A. Futch	Assistant Secretary	2720 Fwell Road	Lakeland	FL	33811
Janet C. Waldroup	Assistant Secretary	274 Long Branch Road	Robbinsville	NC	28771
Donna Myers	Assistant Secretary	2129 Autumn Oak Circle	Maryville	TN	37801

Directors:

William T. Phillips, Sr.
William T. Phillips, Jr.
Ben R. Turner
J. Patrick McMullen
Connie H. Nichols

Chairman
Vice Chairman
Director
Director
Director

800 Brixworth Blvd.
4360 Lyons Pointe Lane
33502 Butts Landing
16 Hickory Place
902 Forest Ridge Circle

Knoxville
Knoxville
Dade City
Norris
Knoxville

TN
TN
FL
TN
TN

37922
37919
33525
37928
37932



NORTH CAROLINA

Department of The Secretary of State

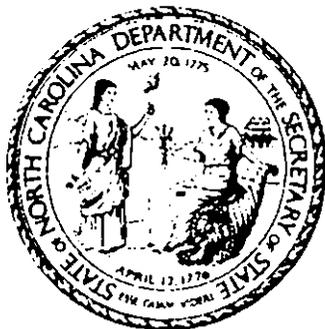
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

PHILLIPS AND JORDAN, INCORPORATED

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 4th day of August, 1959, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 13th day of June, 2001.

Elaine F. Marshall

Secretary of State