

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Forestar Real Estate Group LLC		10/31/2007	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FORESTAR REAL ESTATE GROUP INC.		
<b>Street Address:</b>	1300 SOUTH MOPAC		
<b>City:</b>	AUSTIN		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78746		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76654576	FORESTAR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(512)473-2555		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(512) 473-2550		
<b>Email:</b>	wctrademarkaustin@counselip.com		
<b>Correspondent Name:</b>	William D. Raman		
<b>Address Line 1:</b>	P.O. Box 685108		
<b>Address Line 4:</b>	Austin, TEXAS 78768-5108		
<b>ATTORNEY DOCKET NUMBER:</b>	746-0002US		
<b>NAME OF SUBMITTER:</b>	Grace Jennings, Trademark Administrator		
<b>Signature:</b>	/gj/		
<b>Date:</b>	05/29/2008		

CH \$40.00 76654576

**Total Attachments: 6**

source=Certificate of Conversion 103107#page1.tif

source=Certificate of Conversion 103107#page2.tif

source=Certificate of Conversion 103107#page3.tif

source=Certificate of Conversion 103107#page4.tif

source=Certificate of Conversion 103107#page5.tif

source=Certificate of Conversion 103107#page6.tif

# Delaware

PAGE 1

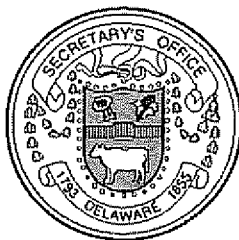
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "FORESTAR REAL ESTATE GROUP LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "FORESTAR REAL ESTATE GROUP LLC" TO "FORESTAR REAL ESTATE GROUP INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2007, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4085648 8100V

071173691



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6123697

DATE: 11-01-07

TRADEMARK  
REEL: 003786 FRAME: 0226



# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "FORESTAR REAL ESTATE GROUP INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2007, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4085648 8100V

071173691



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6123697

DATE: 11-01-07

TRADEMARK  
REEL: 003786 FRAME: 0228

---

**CERTIFICATE OF INCORPORATION**  
**OF**  
**FORESTAR REAL ESTATE GROUP INC.**

---

**ARTICLE I**

The name of this corporation is Forestar Real Estate Group Inc.

**ARTICLE II**

The address of the registered office of the corporation in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808, and the name of the registered agent at that address is Corporation Service Company.

**ARTICLE III**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "GCL").

**ARTICLE IV**

The name of the corporation's incorporator is David Grimm, and the incorporator's mailing address is 1300 S. MoPac Expressway, Austin, Texas 78746.

**ARTICLE V**

The total number of shares which the corporation is authorized to issue is 1000 shares. All shares shall be Common Stock, par value \$1.00 per share.

**ARTICLE VI**

Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote of each share of such stock upon matters presented to the stockholders.

**ARTICLE VII**

The corporation shall have a perpetual existence.

## ARTICLE VIII

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL or (iv) for any transaction from which the director derived any improper personal benefit. If the GCL is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the GCL as so amended. Any repeal or modification of the foregoing provisions of this Article VIII by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## ARTICLE IX

The corporation shall, to the fullest extent permitted by the provisions of Section 145 of the GCL of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

## ARTICLE X

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this Certificate of Incorporation are granted subject to the provisions of this Article

## ARTICLE XI

Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.


## ARTICLE XII

The number of directors which shall constitute the whole Board of Directors shall be fixed from time to time by, or in the manner provided in, the Bylaws or in an amendment thereof duly adopted by the Board of Directors or by the stockholders.

### ARTICLE XIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

I, the Undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, do make file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand as of October 31, 2007.

By:   
\_\_\_\_\_  
David M. Grimm, Incorporator