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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 722500

1. Corporation Name
HOLLEY BY THE SEA IMPROVEMENT ASSOCIATION, INC.

Principal Place of Business
 6845 NAVARRE PKWY
 NAVARRE FL 32566

Mailing Address
 6845 NAVARRE PKWY
 NAVARRE FL 32566



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/21/1972	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-1510753	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
FLEMING, EDWARD P ESO 4300 BAYOU BLVD STE 12-13 PENSACOLA FL 32503				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	FVP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HEDRICK	1.2 NAME	
STREET ADDRESS	2479 HOUSTON CIRCLE	1.3 STREET ADDRESS	
CITY-ST-ZIP	NAVARRE FL 32566	1.4 CITY-ST-ZIP	
TITLE	SD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENRY, DENNIS	2.2 NAME	
STREET ADDRESS	2561 CRESCENT RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	NAVARRE FL 32566	2.4 CITY-ST-ZIP	
TITLE	SVP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KARLSON, BRUCE	3.2 NAME	
STREET ADDRESS	1959 SEAHAWK RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	NAVARRE FL 32566	3.4 CITY-ST-ZIP	
TITLE	TD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KNOCH, KARL	4.2 NAME	
STREET ADDRESS	2726 PGA BLVD	4.3 STREET ADDRESS	
CITY-ST-ZIP	NAVARRE FL 32566	4.4 CITY-ST-ZIP	
TITLE	PD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEWTON, GEORGE	5.2 NAME	
STREET ADDRESS	2539 3RD COURT	5.3 STREET ADDRESS	
CITY-ST-ZIP	NAVARRE FL 32566	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COLANPETO, MICHELLE	6.2 NAME	
STREET ADDRESS	2732 MUIRFIELD DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	NAVARRE FL 32566	6.4 CITY-ST-ZIP	

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: SIGNATURE *Karl Knoch* JAN-5-1999 Daytime Phone #

CR2E037 (11/98)