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Apr 03 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 725862 (7)
1. Corporation Name
BAY POINT GOLF VILLAS II ASSOCIATION INC



Principal Place of Business Mailing Address
BAY POINT BOX 9368 PANAMA CITY FL 32417-9368
BAY POINT BOX 9368 PANAMA CITY FL 32417-9368

3. Date Incorporated or Qualified 03/20/1973
3a. Date of Last Report 04/09/1996

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

4. FEI Number 59-1513453 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
TAFF JR, M A
BAY POINT
PANAMA CITY FL 32411

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD SMITH, PERRY 221 SHERWOOD DRIVE WOOD DALE IL	1.1 TITLE	SD Change Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	TD LITTLETON, HARRY 209 POWERS SIKESTON MO	2.1 TITLE	VD Change Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	PD TAFF, M.A. JR. BAY POINT PANAMA CITY FL	3.1 TITLE	Change Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	P.O. Box 27042 (N/A)
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	SD MILLS, JAMES BAY POINT PANAMA CITY FL	4.1 TITLE	TD Change Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	BOX 27024 (N/A)
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	Change Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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.

SIGNATURE: *M.A. Taft, Jr.* M.A. Taft, Jr. 3/15/97 904-234-7802
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0000000

CR2E037 (9/96)