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Mar 13 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 730203 (7)

1. Corporation Name

BELLEVUE BILTMORE VILLAS-BAYSHORE II, INC.



Principal Place of Business

1700 McMullen Booth Rd., Suite C-3
Clearwater FL 34619
4175 East Bay Dr
Suite 205
Clearwater, FL 34624

Mailing Address

1700 McMullen Booth Rd., Suite C-3
Clearwater FL 34619-2129
4175 East Bay Dr
Suite 205
Clearwater, FL 34624

3. Date Incorporated or Qualified
07/15/1974

3a. Date of Last Report
03/14/1996

2. Principal Place of Business

21 Suite, Apt #, etc

22 City & State

23 Zip

Country

24

25

2a. Mailing Address

26 Suite, Apt #, etc

27 City & State

28 Zip

Country

29

30

4. FEI Number
59-1560917

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

10. Name and Address of New Registered Agent

LEIGHTON, LENNARD A.
1700 McMullen Booth Road
Suite C3
Clearwater FL 34619

81 Name

HAL HILDEBRANDT

82 Street Address (P.O. Box Number is Not Acceptable)

4175 EAST BAY DRIVE - #205

83

84 City

CLEARWATER

FL

85 Zip Code

34624

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

Hal Hildebrandt

3-10-97

(NOTE: Type the printed name of the filer and the filer's applicant)

(NOTE: Registered Agent signature required when reinstating)

DATE

OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 1?

12.1 TITLE	D	<input type="checkbox"/> DELETE
12.2 NAME	BALDER, KEN	
12.3 STREET ADDRESS	220 BELLVIEW BLVD NO. 303	
12.4 CITY-ST-ZIP	BELLAIR FL	
12.5 TITLE	S	<input type="checkbox"/> DELETE
12.6 NAME	SCORDINO, GRACE	
12.7 STREET ADDRESS	220 BELLEVUE BLVD NO. 405	
12.8 CITY-ST-ZIP	BELLAIR, FL 0	
12.9 TITLE	D	<input checked="" type="checkbox"/> DELETE
12.10 NAME	SEIBERT, ROLF	
12.11 STREET ADDRESS	220 BELLEVUE BLVD #510	
12.12 CITY-ST-ZIP	BELLAIR, FL 00000	
12.13 TITLE	PD	<input type="checkbox"/> DELETE
12.14 NAME	STACKPOLE, RICHARD	
12.15 STREET ADDRESS	220 BELLEVUE BLVD #308	
12.16 CITY-ST-ZIP	BELLAIR, FL 00000	
12.17 TITLE	VP	<input type="checkbox"/> DELETE
12.18 NAME	VOELKER, DON	
12.19 STREET ADDRESS	220 BELLEVUE BLVD #606	
12.20 CITY-ST-ZIP	BELLAIR, FL 00000	
12.21 TITLE		<input type="checkbox"/> DELETE
12.22 NAME		
12.23 STREET ADDRESS		
12.24 CITY-ST-ZIP		

13.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.2 NAME		
13.3 STREET ADDRESS		
13.4 CITY-ST-ZIP		
13.5 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.6 NAME		
13.7 STREET ADDRESS		
13.8 CITY-ST-ZIP		
13.9 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
13.10 NAME	Goodman Joseph	
13.11 STREET ADDRESS	220 Bellevue Blvd No #601	
13.12 CITY-ST-ZIP	Bellaire, FL 34616	
13.13 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.14 NAME		
13.15 STREET ADDRESS		
13.16 CITY-ST-ZIP		
13.17 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
13.18 NAME		
13.19 STREET ADDRESS		
13.20 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:

Richard I Stackpole

Richard I Stackpole

1/23/97 813-442-7019

SIGNATURE AND TYPE OF PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Optional Phone # 0067143

CR2E037 (9/96)