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NONPROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 730203

1. Corporation Name

BELLEVUE BILTMORE VILLAS-BAYSHORE II, INC.

Principal Place of Business

44175 E BAY DR
 STE 205
 CLEARWATER FL 34624
 US

Mailing Address

4175 E BAY DR
 STE 205
 CLEARWATER FL 34624
 US



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

30

3. Date Incorporated or Qualified

07/15/1974

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

9. Name and Address of Current Registered Agent

HILDEBRANDT, HAL
 4175 E BAY DR #205
 SUITE C3
 CLEARWATER FL 34624

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD DELETE
 NAME VOELKER, DON
 STREET ADDRESS 220 BELLEVUE BLVD, #606
 CITY-ST-ZIP BELLAIR FL 33756

TITLE VPD DELETE
 NAME WEBBER, BUD
 STREET ADDRESS 220 BELLEVUE BLVD
 CITY-ST-ZIP BELLAIR, FL 0 33756

TITLE D DELETE
 NAME GOODMAN, JOSEPH
 STREET ADDRESS 220 BELLEVUE BLVD N #601
 CITY-ST-ZIP BELLAIR FL

TITLE D DELETE
 NAME HEMMING, KEN
 STREET ADDRESS 220 BELLEVUE BLVD, #703
 CITY-ST-ZIP BELLAIR, FL 00000 33756

TITLE VP DELETE
 NAME VOELKER, DON
 STREET ADDRESS 220 BELLEVUE BLVD #606
 CITY-ST-ZIP BELLAIR, FL 00000

TITLE SD DELETE
 NAME HESEBECK, KURT
 STREET ADDRESS 220 BELLEVUE BLVD, #706
 CITY-ST-ZIP BELLAIR FL 33756

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE PD Change Addition
 1.2 NAME Bethune, JoAnn
 1.3 STREET ADDRESS 10033 9th Street N.
 1.4 CITY-ST-ZIP St. Petersburg, FL 33716-3805

2.1 TITLE VP Change Addition
 2.2 NAME Prater, Ethel
 2.3 STREET ADDRESS 10033 9th Street N.
 2.4 CITY-ST-ZIP St. Petersburg, FL 33716-3805

3.1 TITLE T Change Addition
 3.2 NAME
 3.3 STREET ADDRESS 10033 9th Street N.
 3.4 CITY-ST-ZIP St. Petersburg, FL 33716-3805

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE SD Change Addition
 6.2 NAME Hesebeck, Kurt
 6.3 STREET ADDRESS 10033 9th Street
 6.4 CITY-ST-ZIP St. Petersburg, FL

14. I 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, with all other like empowered.

SIGNATURE:

Jo Ann Bethune
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2-23-99

(727) 442-0888

Date

Daytime Phone #

CR2E037 (11/98)