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Mar 12 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 730672 (3)
1. Corporation Name
SPRUCE CREEK PROPERTY OWNER'S ASSOCIATION, INC.



Principal Place of Business 100 CESSINA BLVD SUITE A DAYTONA BEACH FL 32124 US	Mailing Address 100 CESSINA BLVD SUITE A DAYTONA BEACH FL 32124-8969 US
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3. Date Incorporated or Qualified 09/12/1974	3a. Date of Last Report 02/15/1996
4. FEI Number 23-7422285	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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	29
25	30

9. Name and Address of Current Registered Agent
**BAUMANN, KARLA L, MNGR
100 CESSINA BLVD STE B
DAYTONA BEACH FL 32124**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	ARNETT, TED	
STREET ADDRESS	2029 COUNTRY CLUB DRIVE	
CITY - ST - ZIP	DAYTONA BEACH FL	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	FORRESTER, EUGENE	
STREET ADDRESS	1845 SPRUCE CREEK LANDING	
CITY - ST - ZIP	DAYTONA BEACH FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	HUGHES, R DAVID	
STREET ADDRESS	1916 WHISPERWOOD WAY	
CITY - ST - ZIP	DAYTONA BEACH FL	
TITLE	PI DIRECTOR	<input type="checkbox"/> DELETE
NAME	BLACKWELL, WALTER	
STREET ADDRESS	1056 SECLUSION DR 3149 Royal Birkdale Wy	
CITY - ST - ZIP	DAYTONA BEACH FL	
TITLE	D, First Vice President	<input type="checkbox"/> DELETE
NAME	BROWN, DAVID	
STREET ADDRESS	34 LAZY 8TH DRIVE	
CITY - ST - ZIP	DAYTONA BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Donald Needham, Secretary / Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	2573 Taxiway Echo	
1.3 STREET ADDRESS	Daytona Beach, FL 32124	
1.4 CITY - ST - ZIP		
2.1 TITLE	2nd Vice President / Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Tim Plunkett	
2.3 STREET ADDRESS	1809 Wright Drive	
2.4 CITY - ST - ZIP	Daytona Beach, FL 32124	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: Walter Blackwell Date: 2-11-97 Daytime Phone: (904) 760-5884
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (9/96)