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Jan 30 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 # 733348 (7)
1. Corporation Name
WOODLANDS ESTATES ASSOCIATION, INC.



Principal Place of Business: 3490 E. LAKE ROAD STE. C PALM HARBOR FL 34685 US
Mailing Address: P.O. BOX 1448 PALM HARBOR FL 34682-1448 US

3. Date Incorporated or Qualified: 07/22/1975
3a. Date of Last Report: 05/01/1996
4. FEI Number: 59-1679407
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-sections for Suite, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent
SCANNAVINO, DOMINICK
3490 EAST LAKE RD., SUITE C
PALM HARBOR FL 34685

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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 filed if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	MCMAHON, LES	
STREET ADDRESS	540 PALMDALE DRIVE	
CITY-ST-ZIP	OLDSMAR FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	RATEKIN, RACHEL	
STREET ADDRESS	445 PALMDALE DRIVE	
CITY-ST-ZIP	OLDSMAR FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	TOM PISANO	
STREET ADDRESS	430 CYPRESS CREEK CIR	
CITY-ST-ZIP	OLDSMAR FL	
TITLE	DT	<input type="checkbox"/> DELETE
NAME	BARBARA ZELISCH	
STREET ADDRESS	130 FERNBROOK RD	
CITY-ST-ZIP	OLDSMAR FL	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	AL HUGHES	
STREET ADDRESS	360 OLEANDER PL	
CITY-ST-ZIP	OLDSMAR FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DT S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	JOSEPH CALLAGHAN	
1.3 STREET ADDRESS	90 FERNBROOK RD.	
1.4 CITY-ST-ZIP	OLDSMAR FL 34677	
2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	THOMAS STIDHAM	
2.3 STREET ADDRESS	440 CYPRESS CREEK CIR.	
2.4 CITY-ST-ZIP	OLDSMAR FL-34677	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	DP	<input checked="" 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: Barbara Zelisch, Esq. (1/20/97) (012) 7040020

CR2E037 (9/96)