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Apr 15 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # 740246 (4)
1. Corporation Name

DUNES OF PANAMA PHASE I ASSOCIATION, INC.



Principal Place of Business: 7205 THOMAS DRIVE PANAMA CITY BEACH FL 32408
Mailing Address: 7205 THOMAS DRIVE PANAMA CITY BEACH FL 32408

3. Date Incorporated or Qualified: 09/26/1977
4. FEI Number: 59-1638117
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
7. Is this nonprofit corporation a homeowners association? Yes No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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

9. Name and Address of Current Registered Agent
ARNOLD, JOHN R.
7205 THOMAS DRIVE
PANAMA CITY BEACH FL 32407

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	
TITLE	DELETED
NAME	SCHAFFER, JOYCE MRS
STREET ADDRESS	136 ALEXANDRIA DR
CITY-ST-ZIP	MACON GA
TITLE	DELETED
NAME	VP WRIGHT, ROBERT DR
STREET ADDRESS	2801 CROSS COUNTRY DR
CITY-ST-ZIP	COLUMBUS GA
TITLE	DELETED
NAME	D BOWLES, JANE
STREET ADDRESS	P.O. DRAWER 99 N/A
CITY-ST-ZIP	CUTHBERT GA
TITLE	DELETED
NAME	D METZGER, KELLY
STREET ADDRESS	7205 THOMAS DR APT A707
CITY-ST-ZIP	PANAMA CITY FL
TITLE	DELETED
NAME	D MARTIN, BRENDA
STREET ADDRESS	P. O. BOX 942 N/A
CITY-ST-ZIP	MORROW GA
TITLE	DELETED
NAME	P HAWKINS, DAVID
STREET ADDRESS	1753 ARGONNE DRIVE
CITY-ST-ZIP	MORROW GA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Change Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	Change Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	Change Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	Change Addition
4.2 NAME	NATHAN MATHIS N/A
4.3 STREET ADDRESS	P.O. DRAWER L
4.4 CITY-ST-ZIP	COLUMBUS, AL 36375
5.1 TITLE	Change Addition
5.2 NAME	S MARIE PRUITT
5.3 STREET ADDRESS	7205 THOMAS DRIVE
5.4 CITY-ST-ZIP	PANAMA CITY, FL 32408
6.1 TITLE	Change Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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.

SIGNATURE: David Hawkins 3/28/98 850-234-6669

CR2E037 (10/97)