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Secretary of State

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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 740246

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



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		09/26/1977	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		59-1838117	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/>	
23		28		\$8.75 Additional Fee Required	
Zip		Zip		6. Election Campaign Financing	
24		29		Trust Fund Contribution <input type="checkbox"/>	
Country		Country		30	
25		30		\$5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
ARNOLD, JOHN R. 7205 THOMAS DRIVE PANAMA CITY BEACH FL 32407				B1 Name			
				B2 Street Address (P.O. Box Number is Not Acceptable)			
				B3			
				B4 City			
				B5 Zip Code			
				FL			

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHAFFER, JOYCE MRS	1.2 NAME	
STREET ADDRESS	136 ALEXANDRIA DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	MACON GA	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WRIGHT, ROBERT DR	2.2 NAME	JANICE BEAM
STREET ADDRESS	2601 CROSS COUNTRY DR	2.3 STREET ADDRESS	5111 BOYD DRIVE
CITY-ST-ZIP	COLUMBUS GA	2.4 CITY-ST-ZIP	COLUMBUS, GA 31909
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOWLES, JANE	3.2 NAME	
STREET ADDRESS	P.O. DRAWER 99 N/A	3.3 STREET ADDRESS	
CITY-ST-ZIP	CUTHBERT GA	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATHIS, NATHAN	4.2 NAME	
STREET ADDRESS	P.O. DRAWER L N/A	4.3 STREET ADDRESS	
CITY-ST-ZIP	SLOCUMB AL 36375	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRUITT, MARIE	5.2 NAME	
STREET ADDRESS	7205 THOMAS DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	PANAMA CITY FL 32408	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAWKINS, DAVID	6.2 NAME	
STREET ADDRESS	1753 ARGONNE DRIVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	MORROW GA	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, with all other like empowered.

SIGNATURE: *David Hawkins* SIGNATURE REQUIRED *Hawkins* 3/27/99 404 362-3880
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/98)