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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 759466

1. Corporation Name
THE BAREFOOT TRACE CONDOMINIUM ASSOCIATION, INC.

Principal Place of Business 6240 A1A SOUTH ST AUGUSTINE FL 32084	Mailing Address BAREFOOT TRACE CONDO 6240 A1A SOUTH ST. AUGUSTINE FL 32084 US
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2. Principal Place of Business 21	2a. Mailing Address 28	3. Date Incorporated or Qualified 07/30/1981
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-2148945
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent MAY MANAGEMENT SERVICES 4320 US HWY A1A S SUITE 2 ST AUGUSTINE FL 32084	10. Name and Address of New Registered Agent 81 Name Ronald R. Farmer, CPA 82 Street Address (P.O. Box Number is Not Acceptable) 6240 A1A South 83 84 City St. Augustine FL 85 Zip Code 32084
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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]* DATE: **5/1/99**

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
T NAME: COX, ASA STREET ADDRESS: 6240 A1A SOUT #407 CITY-ST-ZIP: ST. AUGUSTINE FL	<input checked="" type="checkbox"/> DELETE	1.1 TITLE: Vice President 1.2 NAME: William Roberts 1.3 STREET ADDRESS: 602 Cleveland Ave 1.4 CITY-ST-ZIP: PALATKA, FL 32177	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
P NAME: HAAS, WILLIAM STREET ADDRESS: 6240 A1A SOUTH, #U-206 CITY-ST-ZIP: ST. AUGUSTINE FL 32084	<input type="checkbox"/> DELETE	2.1 TITLE: SECRETARY 2.2 NAME: 2.3 STREET ADDRESS: 2.4 CITY-ST-ZIP:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
T NAME: WHITE, MARDEE STREET ADDRESS: 6240 A1A SOUTH CITY-ST-ZIP: ST AUGUSTINE FL	<input checked="" type="checkbox"/> DELETE	3.1 TITLE: Director 3.2 NAME: Joe Conner 3.3 STREET ADDRESS: 6916A A Ave 3.4 CITY-ST-ZIP: ST. AUGUSTINE, FL 32086	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
T NAME: VERBECK, BRENDA STREET ADDRESS: 6240 A1A SOUTH, #U-311 CITY-ST-ZIP: ST AUGUSTINE FL 32084	<input type="checkbox"/> DELETE	4.1 TITLE: President 4.2 NAME: 4.3 STREET ADDRESS: 4.4 CITY-ST-ZIP:	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
S NAME: CHENEY, MARY STREET ADDRESS: 6240 A1A SOUTH, #U-202 CITY-ST-ZIP: ST AUGUSTINE FL 32084	<input checked="" type="checkbox"/> DELETE	5.1 TITLE: Director 5.2 NAME: Herb Fyffe 5.3 STREET ADDRESS: 14701 Sunset Lane 5.4 CITY-ST-ZIP: Ft. Lauderdale, FL 33330	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
D NAME: SHEA, PAUL STREET ADDRESS: 6240 A1A SOUTH, #U-210 CITY-ST-ZIP: ST AUGUSTINE FL 32084	<input type="checkbox"/> DELETE	6.1 TITLE: 6.2 NAME: 6.3 STREET ADDRESS: 6.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *[Signature]* DATE: **5/1/99** DAYTIME PHONE #: **(904) 471-9212**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (11/98)