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Apr 29 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 # F95000001311 (8)
 1. Corporation Name

THE CALEDONIAN FOUNDATION USA, INC.



Principal Place of Business: PO BOX 1242 EDGARTOWN MA 02539-1242
 Mailing Address: PO BOX 1242 EDGARTOWN MA 02539-1242

3. Date Incorporated or Qualified: 03/20/1995
 3a. Date of Last Report: 04/09/1996
 4. FEI Number: 51-0190849
 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing and Fund Contribution: \$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, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
 MCCABE, MARCIA
 508 68TH ST.
 HOLMES BEACH FL 34217

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 _____ (Signature, typed or printed name of registered agent and title, if applicable) (NOTE: Registered Agent signature required when re-registering) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	C	<input type="checkbox"/> DELETE
NAME	THE EARL OF DALKEITH	
STREET ADDRESS	DABTON, THORNHILL	
CITY-ST-ZIP	DUMFRIESHIRE, SCOTLAND	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MACARTHUR, DIANA	
STREET ADDRESS	5103 CAPE COD COURT	
CITY-ST-ZIP	BETHESDA MD 20816	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MURRAY, EVELYN	
STREET ADDRESS	37 BLANCHARD ROAD	
CITY-ST-ZIP	CAMBRIDGE MA 02138-1010	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	SMITH, JENNIFER K	
STREET ADDRESS	ARDKEEN TOWER	
CITY-ST-ZIP	INVERNESS, SCOTLAND	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	MACDONALD, DUNCAN	
STREET ADDRESS	PO BOX 1242 N/A	
CITY-ST-ZIP	EDGARTOWN MA 02539-1242	
TITLE	S	<input type="checkbox"/> DELETE
NAME	MACNEAL, ETHEL K	
STREET ADDRESS	7 WYNDMOOR DR.	
CITY-ST-ZIP	MORRISTOWN NJ 07960-4631	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS

11 TITLE	P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
12 NAME	John B. Flowers III	
13 STREET ADDRESS	1209-6 Monte Sano Ave.	
14 CITY-ST-ZIP	Augusta, GA 30904	
21 TITLE	Mrs. Nona M. Heaslip	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	2613 Casey Key Road	
23 STREET ADDRESS	Nokomis, FL 34275	
24 CITY-ST-ZIP		
31 TITLE	Col. John H. Napier	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
32 NAME	Route 2, Box 614	
33 STREET ADDRESS	Ramer, AL 36069	
34 CITY-ST-ZIP		
41 TITLE	Dr. Thomas F. Henley	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	1503 Sherbrooke Circle	
43 STREET ADDRESS	Laurinburg, NC 28352	
44 CITY-ST-ZIP		
51 TITLE	John J. Toffey IV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
52 NAME	23 Berkshire Heights Rd.	
53 STREET ADDRESS	Great Barrington MA 01230	
54 CITY-ST-ZIP		
61 TITLE	Dr. Philip D. Smith Jr.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
62 NAME	372 Churchtown Road	
63 STREET ADDRESS	Narvon, PA 17555	
64 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: Duncan MacDonald VP/ty D
 4/29/97

CR2E037 (9/96)