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**Apr 15 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # F95000005879 (0)

1. Corporation Name
HILL 'N DALE FARM, INC.



Principal Place of Business
**65 SPRING CREEK ROAD
BARRINGTON IL 60010**

Mailing Address
**845 LARCH AVENUE
ELMHURST IL 60126-1114**

3. Date Incorporated or Qualified 12/04/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 36-2755717	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

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 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature type the printed name of registered agent and title if applicable. (NOTE: Registered Agent's signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	DUCHOSSOIS, RICHARD L	
STREET ADDRESS	845 LARCH AVE.	
CITY-ST-ZIP	ELMHURST IL 60126	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	DUCHOSSOIS, CRAIG J	
STREET ADDRESS	845 LARCH AVE.	
CITY-ST-ZIP	ELMHURST IL 60126	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	FLANNERY, MICHAEL E	
STREET ADDRESS	845 LARCH AVE.	
CITY-ST-ZIP	ELMHURST IL 60126	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	YERBIC, JAMES S	
STREET ADDRESS	845 LARCH AVE.	
CITY-ST-ZIP	ELMHURST IL 60126	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	SNAVELY, CHARLES R	
STREET ADDRESS	845 LARCH AVE.	
CITY-ST-ZIP	ELMHURST IL 60126	
TITLE	T	<input type="checkbox"/> DELETE
NAME	FLEMING, RONALD W	
STREET ADDRESS	845 LARCH AVE.	
CITY-ST-ZIP	ELMHURST IL 60126	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	VICFO FEALY, ROBERT L
4.3 STREET ADDRESS	845 LARCH AVE.
4.4 CITY-ST-ZIP	ELMHURST, IL 60126
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	T SNAVELY, CHARLES R
5.3 STREET ADDRESS	845 LARCH AVE.
5.4 CITY-ST-ZIP	ELMHURST, IL 60126
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	AT (ASSISTANT TREASURER) FLEMING, RONALD W
6.3 STREET ADDRESS	845 LARCH AVE.
6.4 CITY-ST-ZIP	ELMHURST, IL 60126

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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Ronald W Fleming* **RONALD W. FLEMING** 4/19/97 (630)279-3600
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)