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Mar 02 1999 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # H71008
1. Corporation Name
HIGHLANDS INDEPENDENT BANK

Principal Place of Business 2600 U.S. HIGHWAY 27, NORTH SEBRING FL 33870	Mailing Address 2600 U.S. HIGHWAY 27, NORTH SEBRING FL 33870
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03/02/99 90136 044 150⁰⁰
DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 59-2571173		Applied For Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
Zip		Country		Zip		Country	
9. Name and Address of Current Registered Agent				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				FL			

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, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	V/D
NAME	CREWS, ROBERT C	1.2 NAME	Shoop, John C.
STREET ADDRESS	475 LAKE LOTELA DR	1.3 STREET ADDRESS	1927 NE Lakeview Dr
CITY-ST-ZIP	AVON PARK FL	1.4 CITY-ST-ZIP	Sebring, FL 33870
TITLE	VC	2.1 TITLE	
NAME	MACKLIN, NANCY K	2.2 NAME	
STREET ADDRESS	609 E. MAIN STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	AVON PARK FL 33825	2.4 CITY-ST-ZIP	
TITLE	PDO	3.1 TITLE	V
NAME	CRAWFORD, JAMES O.	3.2 NAME	Steedley, Hazel J.
STREET ADDRESS	702 NINTH AVE.	3.3 STREET ADDRESS	2427 N. Avon Blvd
CITY-ST-ZIP	SEBRING FL	3.4 CITY-ST-ZIP	Avon Park, FL 33825
TITLE	D	4.1 TITLE	
NAME	KOCH, EDWARD O., JR.	4.2 NAME	
STREET ADDRESS	1908 DELEON PL.	4.3 STREET ADDRESS	
CITY-ST-ZIP	SEBRING FL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	SCHOFIELD, TILDEN R	5.2 NAME	
STREET ADDRESS	1601 BOOTH DR	5.3 STREET ADDRESS	
CITY-ST-ZIP	SEBRING FL 33872	5.4 CITY-ST-ZIP	
TITLE	CD	6.1 TITLE	
NAME	BARBEN, ROBERT J	6.2 NAME	
STREET ADDRESS	304 S DELANEY AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	AVON PARK FL 33825	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 607, 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]* 2/9/99 (941-385-8700)
Signature and typed or printed name of officer or director

CR2E034 (1/98)

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C/D	BARBEN, ROBERT J.	304 S DELANEY AVE. P.O. BOX 1056	AVON PARK FL	33825
D	CREWS, ROBERT C.	475 LAKE LOTELA DR. P.O. BOX 1117	AVON PARK FL	33825
D	DAVIS, JOE L.	708 EAST MAIN ST.	WAUCHULA FL	33873
D	KOCK, EDWARD O., JR.	1908 DELEON PL.	SEBRING FL	33870
D	PAHK, KYE C.	4017 LAFAYETTE AVE	SEBRING, FL	33872
D	SCHUMACHER, CHARLES R.	1901 DE SOTO PL.	SEBRING FL	33870
D	SHACKELFORD, CHARLES L.	1070 W. LOUISANA AVE. P.O. BOX 1420	WAUCHULA FL	33873
D	TAYLOR, C. WAYNE	814 NW LAKEVIEW DR.	SEBRING FL	33870
D	WATKINS, THOMAS S.	531 LAKE LOTELA DR. E. P.O. BOX 1355	AVON PARK FL	33825
D/E	CREWS, C. ELTON	1275 LAKE LOTELA DR. P.O. BOX 1405	AVON PARK FL	33825
<u>OFFICERS</u>				
P/D/O	CRAWFORD, JAMES O.	702 9TH AVE.	SEBRING FL	33872
V/D	SHOOP, JOHN C.	1927 NE LAKEVIEW DR.	SEBRING FL	33872
V	STEEDLEY, HAZEL J.	2427 N. AVON BLVD.	AVON PARK FL	33825
V	GRAF, PATRICIA	3182 W. XAVIER	AVON PARK FL	33825
V	SCHOLL, DAVID E.	1420 DUFFER RD.	SEBRING FL	33872
V/C	MACKLIN, NANCY K.	609 E. MAIN ST.	AVON PARK FL	33825
A/C	HEINTZ, KIMBERLY A.	612 ENTRADA AVE.	SEBRING FL	33872
A/A	JARRIEL, SHIRLEY O.	157 MANLEY RD RT. 2, BOX 175	WAUCHULA FL	33873