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NONPROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N04752

1. Corporation Name

DUNES OF PANAMA FACILITIES CORPORATION

Principal Place of Business
 7205 THOMAS DR.
 BUILDING C
 PANAMA CITY BEACH FL 32408
 US

Mailing Address
 7205 THOMAS DR.
 BUILDING C
 PANAMA CITY BEACH FL 32408
 US



| | | | | | |
|--------------------------------|---------|---------------------|---------|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 | | 26 | | 08/17/1984 | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 4. FEI Number | |
| 22 | | 27 | | 59-2483915 | |
| City & State | | City & State | | 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required | |
| 23 | | 28 | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| Zip | Country | Zip | Country | | |
| 24 | | 29 | | 30 | |

| | | | | | | | |
|--|--|--|--|--|--|----|----|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| MYNARD, JEFF 7205 THOMAS DR, BLDG C PANAMA CITY BEACH FL 32408 | | | | 81 | Name | | |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) | | |
| | | | | 83 | | | |
| | | | | 84 | City | 85 | 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: *Jeff Mynard* (NOTE: Registered Agent signature required when reinstating) DATE: 4/26/99

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|------------------------------|---|-----------------------------|
| TITLE | PD | 1.1 TITLE | D |
| NAME | PIPPIN, JOHN | 1.2 NAME | Pippin, John |
| STREET ADDRESS | 3760 RIVER MANSIONS | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | DULUTH GA | 1.4 CITY-ST-ZIP | |
| TITLE | VP | 2.1 TITLE | TD |
| NAME | CARGILL, THACKER | 2.2 NAME | Horton, John |
| STREET ADDRESS | 1249 ROCKY SHOALS DR | 2.3 STREET ADDRESS | 7205 Thomas Drive, C303 |
| CITY-ST-ZIP | MIDLAND GA | 2.4 CITY-ST-ZIP | Panama City Beach, FL 32408 |
| TITLE | D | 3.1 TITLE | D |
| NAME | BURRUS, EDWARD P | 3.2 NAME | Hill, Chuck |
| STREET ADDRESS | 7205 THOMAS DR., SUITE E1806 | 3.3 STREET ADDRESS | 1805 Canterbury Dr. NW |
| CITY-ST-ZIP | PANAMA CITY FL 32408 | 3.4 CITY-ST-ZIP | Dalton, GA 30720 |
| TITLE | D | 4.1 TITLE | D |
| NAME | FESMIRE, MARION | 4.2 NAME | Schafer, Larry |
| STREET ADDRESS | 7205 THOMAS DRIVE, C601 | 4.3 STREET ADDRESS | 136 Alexandria Dr. |
| CITY-ST-ZIP | PANAMA CITY BEACH FL 32408 | 4.4 CITY-ST-ZIP | Macon, GA 31210 |
| TITLE | D | 5.1 TITLE | D |
| NAME | BOWLES, JESSE | 5.2 NAME | Majors, Peggy |
| STREET ADDRESS | P.O. BOX 99 N/A | 5.3 STREET ADDRESS | 102 Main Street |
| CITY-ST-ZIP | CUTCHBERT GA 31740 | 5.4 CITY-ST-ZIP | Caneyville, KY 42721 |
| TITLE | D | 6.1 TITLE | SD |
| NAME | YALE, BARRY | 6.2 NAME | Shaffer, Rosalie |
| STREET ADDRESS | 2401 DELVERTON DRIVE | 6.3 STREET ADDRESS | 7205 Thomas Drive, E2006 |
| CITY-ST-ZIP | DUNWOODY GA | 6.4 CITY-ST-ZIP | Panama City Beach, FL 32408 |

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]* SIGNATURE REQUIRED DATE: 3/25/99 706 5621234

CR2E037 (11/98)