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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N13709

1. Corporation Name

**COMPASS POINT SOUTH AT WINDSTAR CONDOMINIUM ASSO
 CIATION, INC.**

Principal Place of Business

265 AIRPORT RD. S.
 NAPLES FL 34104
 US

Mailing Address

265 AIRPORT RD. S.
 NAPLES FL 34104
 US



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip 29 Country

3. Date Incorporated or Qualified

03/06/1986

4. FEI Number

65-0154844

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
 Fee Required

6. Election Campaign Financing
 Trust Fund Contribution

\$5.00 May Be
 Added to Fees

9. Name and Address of Current Registered Agent

R & P PROPERTY MANAGEMENT ASSOCIATES
 265 AIRPORT RD. S.
 NAPLES FL 34105

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

34104

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

James Carroll

4/19/99

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD DELETE
 NAME SEKOWSKI, CYNTHIA
 STREET ADDRESS 3538 HALDEMAN CREEK DR.
 CITY-ST-ZIP NAPLES FL 34112

TITLE SD DELETE
 NAME CONWAY, MARIETTA
 STREET ADDRESS 3750 HALDEMAN CREEK DR., # 1421
 CITY-ST-ZIP NAPLES FL 34112

TITLE TD DELETE
 NAME MACISSAC, JAMES
 STREET ADDRESS 3522 HALDEMAN CREEK DR., 4-124
 CITY-ST-ZIP NAPLES FL

TITLE V DELETE
 NAME MUNROE, ARTHUR
 STREET ADDRESS 3522 HALDEMAN CREEK DR., 4-113
 CITY-ST-ZIP NAPLES FL

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13.

1.1 TITLE PD Change Addition
 1.2 NAME Munroe, Arthur
 1.3 STREET ADDRESS 3522 HaldeMan Creek Dr., 4-113
 1.4 CITY-ST-ZIP Naples, FL 34112

2.1 TITLE VD Change Addition
 2.2 NAME Redding, John
 2.3 STREET ADDRESS 3570 HaldeMan Creek Dr., 1-122
 2.4 CITY-ST-ZIP Naples, FL 34112

3.1 TITLE TD Change Addition
 3.2 NAME Reardon, Patricia
 3.3 STREET ADDRESS 3554 HaldeMan Creek Dr., 2-136
 3.4 CITY-ST-ZIP Naples, FL 34112

4.1 TITLE D Change Addition
 4.2 NAME Morris, Bill
 4.3 STREET ADDRESS 3522 HaldeMan Creek Dr., 4-133
 4.4 CITY-ST-ZIP Naples, FL 34112

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 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 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:

John F. Morris
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/19/99
 DATE

Daytime Phone #

0063534

CR2E037-141/98