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03-06-1999 90073 002 ****61.25

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N18907

1. Corporation Name
OUTDOOR RESORTS RIVER RANCH RV RESORT PROPERTY OWNERS' ASSOCIATION, INC.

Principal Place of Business 24700 HWY 60. EAST. MUSTANG CENTER P.O. BOX 30529 RIVER RANCH FL 33867	Mailing Address 24700 HWY 60. EAST. MUSTANG CENTER P.O. BOX 30529 RIVER RANCH FL 33867
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 01/26/1987	4. FEI Number 58-1833415 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
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9. Name and Address of Current Registered Agent

~~GERTHING, DONALD T~~
~~15244 GREATER GROVE BLVD~~
~~CLEARMONT FL 34711~~

10. Name and Address of New Registered Agent

81 Name **Thomas C. Rhodes**
 82 Street Address (P.O. Box Number is Not Acceptable) **21 TROPICANA DRIVE**
 83 **P.O. Box 7162 ← (FOR MAIL)**
 84 City **INDIAN LAKE ESTATE FL** 85 Zip Code **33805**

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 **Thomas C. Rhodes** DATE **2-22-99**

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

12. OFFICERS AND DIRECTORS

TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	SCHULZE, JOHN
STREET ADDRESS	3590 ROUND BOTTOM RD.
CITY-ST-ZIP	CINCINNATI OH
TITLE	V <input type="checkbox"/> DELETE
NAME	WOLF, RICHARD
STREET ADDRESS	3590 ROUNDBOTTOM ROAD, STE F164009
CITY-ST-ZIP	CINCINNATI OH 45244
TITLE	S <input type="checkbox"/> DELETE
NAME	CRATER, STANLEY
STREET ADDRESS	4781 CLUBHOUSE TRAIL
CITY-ST-ZIP	GAYLORD MI 49735
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	CASTLEBERRY, TED
STREET ADDRESS	555 WATERWAY DR.
CITY-ST-ZIP	RIVER RANCH FL
TITLE	D <input type="checkbox"/> DELETE
NAME	PAFFIE, LAWRENCE
STREET ADDRESS	3900 FULLER HOLLOW RD
CITY-ST-ZIP	VESTAL NY 13850
TITLE	P <input type="checkbox"/> DELETE
NAME	HALL, DONALD K
STREET ADDRESS	3590 ROUNDBOTTOM ROAD, STE F16966
CITY-ST-ZIP	TIMONIUM MD 45244

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	ELLIS STEVENS
1.3 STREET ADDRESS	3424 GLEDHAVEN
1.4 CITY-ST-ZIP	MIDWEST CITY, OK 73110
2.1 TITLE	PRESIDENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	VICE PRESIDENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	KARL PETERSON
4.3 STREET ADDRESS	Box 638
4.4 CITY-ST-ZIP	EAST ORLANDS, MA 02643
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	RICHARD BECK
5.3 STREET ADDRESS	5225 S. WESTCOO AVE
5.4 CITY-ST-ZIP	MARION, IN 46953
6.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> 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: **Stanley W. Crater** **STANLEY W. CRATER, SECRETARY, 2-24-99 (941) 692-1116**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)