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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N33580

1. Corporation Name

**BLUEWATER KEY RV OWNERSHIP PARK PROPERTY OWNERS
 ASSOCIATION INC.**

Principal Place of Business

Mailing Address

MILE MARKER 14.3
 US HWY 1
 SADDLEBUNCH KEY FL 33042-9673

MILE MARKER 14.3
 US HWY 1
 SADDLEBUNCH KEY FL 33042-9673



2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

08/03/1989

22 City & State

27 City & State

4. FEI Number
 65-0163607

Applied For
 Not Applicable

23 Zip Country

28 Zip Country

5. Certificate of Status Desired

\$8.75 Additional
 Fee Required

24 Zip Country

29 Zip Country

6. Election Campaign Financing
 Trust Fund Contribution

\$5.00 May Be
 Added to Fees

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

GOOD, LLOYD A., JR.
 MILE MARKER 14.3
 US HWY 1
 SADDLEBUNCH KEY FL 33044

81 Name

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

83

84 City

FL

85 Zip Code

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD DELETE
 NAME GOOD, LLOYD A., JR.
 STREET ADDRESS P O OFFICE BOX 148 N/A
 CITY-ST-ZIP SUGARLOAF KEY FL

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE D DELETE
 NAME DUNCAN, CATHERINE
 STREET ADDRESS P O BOX 148 N/A
 CITY-ST-ZIP SUGARLOAF KEY FL

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE STD DELETE
 NAME ZICKERT, DOLORES
 STREET ADDRESS LOT 12 E. CARIBBEAN DR.
 CITY-ST-ZIP SUMMERLAND KEY FL

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

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

TITLE DELETE
 NAME
 STREET ADDRESS
 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:

Lloyd A. Good, Jr.
 SUGARLOAF KEY FL

2/10/99 305-745 2494

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (1/98)