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Jan 22 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N94000003076 (6)

1. Corporation Name
LEESBURG DOWNTOWN PARTNERSHIP, INC.
Leesburg Partnership, INC

Principal Place of Business 111 S 6 ST LEESBURG FL 34748 US	Mailing Address P O BOX 490043 LEESBURG FL 34749-0043 US
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3. Date incorporated or Qualified 06/20/1994	
4. FEI Number 59-3255632	Applied For <input type="checkbox"/> 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	
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	30 Country
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9. Name and Address of Current Registered Agent

MATTHEWS, JEANNE
 103 S 6 ST
 LEESBURG FL 34748

10. Name and Address of New Registered Agent

81 Name JACK HARGROVE	
82 Street Address (P.O. Box Number is Not Acceptable) 515 W. MAIN ST	
83	
84 City Leesburg	85 Zip Code FL 34748

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 Jack H. Hargrove Jr. Pres. DATE 1/5/98

12. OFFICERS AND DIRECTORS

TITLE	VPD	<input checked="" type="checkbox"/> DELETE
NAME	ROSS, DELL	
STREET ADDRESS	601 W MAIN ST	
CITY-ST-ZIP	LEESBURG FL	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	MATTHEWS, JEANNE	
STREET ADDRESS	103 S. 6TH ST.	
CITY-ST-ZIP	LEESBURG FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	SEE, ED	
STREET ADDRESS	106 PALMORA BLVD	
CITY-ST-ZIP	LEESBURG FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	KIGHT, JOY	
STREET ADDRESS	4315 LAKE ST	
CITY-ST-ZIP	LEESBURG FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Hargrove, Jack H. Jr.	
1.3 STREET ADDRESS	515 W. MAIN ST.	
1.4 CITY-ST-ZIP	Leesburg, FL 34748	
2.1 TITLE	TD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Padgett, Greg	
2.3 STREET ADDRESS	206 N. 3RD ST	
2.4 CITY-ST-ZIP	Leesburg FL 34748	
3.1 TITLE	VPD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	SEE, ED	
3.3 STREET ADDRESS	106 PALMORA BLVD	
3.4 CITY-ST-ZIP	Leesburg FL	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input 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)(f), 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.

SIGNATURE: [Signature] DATE: 1-5-98 352 365-0053

CR2E037 (10/97)