

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**  
**Mar 19 1997 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # N94000005467 (5)** *Non-Profit*

1. Corporation Name  
**Disney Vacation Club at Vero Beach Condominium Association, Inc.**

Principal Place of Business <b>200 Celebration Place                  Celebration, Florida 34747</b>	Mailing Address <b>200 Celebration Place                  Celebration, Florida 34747</b>
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified <b>11/01/94</b>	3a. Date of Last Report <b>06/02/96</b>
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number <b>59-3325803</b>	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**Iopollo, Frank S.**  
**1375 Buena Vista Drive**  
**Four North**  
**Lake Buena Vista, Florida 32830-1000**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83.	
84. City	<b>FL</b>
	85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent's signature required when reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	<b>May, Kenneth</b>	
STREET ADDRESS	<b>200 Celebration Place</b>	
CITY-ST-ZIP	<b>Celebration Florida 34747</b>	
TITLE	V*	<input checked="" type="checkbox"/> DELETE
NAME	<b>Choate, M. Rickliffe II</b>	
STREET ADDRESS	<b>200 Celebration Place</b>	
CITY-ST-ZIP	<b>Celebration, Florida 34747</b>	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	<b>Meltzer, Ilse</b>	
STREET ADDRESS	<b>200 Celebration Place</b>	
CITY-ST-ZIP	<b>Celebration, Florida 34747</b>	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	<b>Ferraro, Elaine</b>	
STREET ADDRESS	<b>200 Celebration Place</b>	
CITY-ST-ZIP	<b>Celebration, Florida 34747</b>	
TITLE	D	<input type="checkbox"/> DELETE
NAME	<b>Katheder, Thomas M.</b>	
STREET ADDRESS	<b>200 Celebration Place</b>	
CITY-ST-ZIP	<b>Celebration, Florida 34747</b>	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	<b>Ernest, William</b>	
STREET ADDRESS	<b>200 Celebration Place</b>	
CITY-ST-ZIP	<b>Celebration, Florida 34747</b>	

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	<b>Quimet, Matthew A.</b>	
1.3 STREET ADDRESS	<b>200 Celebration Place</b>	
1.4 CITY-ST-ZIP	<b>Celebration, Florida 34747</b>	
2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	<b>DeVries, Robert S.</b>	
2.3 STREET ADDRESS	<b>200 Celebration Place</b>	
2.4 CITY-ST-ZIP	<b>Celebration, Florida 34747</b>	
3.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	<b>Gibbs, Matthew T. II</b>	
3.3 STREET ADDRESS	<b>200 Celebration Place</b>	
3.4 CITY-ST-ZIP	<b>Celebration, Florida 34747</b>	
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	D, V, S	<input checked="" 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		

**VB 3-19**

**400002118464**  
**-03/19/97--01117--006**  
**\*\*\*70.00**

14. I do 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Matthew T. Gibbs **Matthew T. Gibbs, Treasurer** **3/10/97** **(407) 566-3166**

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

CP2E034 (9/96)