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FILED
May 06 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N96000002141
 1. Corporation Name **Valley Foundation, Inc.**

Principal Place of Business Mailing Address
300 South Ocean Blvd.
Palm Beach, FL 33480

2. Principal Place of Business 21 300 South Ocean Blvd	2a. Mailing Address 26 same	3. Date Incorporated or Qualified 4/19/96	3a. Date of Last Report 0
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	4. FEI Number 13-6167197	Applied For Not Applicable
23 City & State Palm Beach, FL	28 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24 Zip 33480	25 Country	29 Zip	30 Country
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
David A Gart Shutts & Bowen 250 Australian Avenue South West Palm Beach, FL 33401		B1 Name	
		B2 Street Address (P.O. Box Number is Not Acceptable)	
		B3	
		B4 City	FL B5 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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	Director <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Carol Ohmer Collins	1.2 NAME	
STREET ADDRESS	300 South Ocean Blvd	1.3 STREET ADDRESS	
CITY-ST-ZIP	Palm Beach, FL 33480	1.4 CITY-ST-ZIP	
TITLE	Director <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Bradley I. Collins Jr.	2.2 NAME	
STREET ADDRESS	1021 Park Avenue	2.3 STREET ADDRESS	
CITY-ST-ZIP	New York, NY 10028	2.4 CITY-ST-ZIP	
TITLE	Director <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	James Collins	3.2 NAME	
STREET ADDRESS	1641 3rd Ave. Apt 2A-East	3.3 STREET ADDRESS	
CITY-ST-ZIP	New York, NY 10128	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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: *Carol O. Collins, President* **4/30/97** **361-832-6699**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (9/96)