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NONPROFIT CORPORATION ANNUAL REPORT
1999

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

562375 - 90014 - 2

DOCUMENT # N98000005015

1. Corporation Name

BROOKEHAVEN AT WATERFORD HOMEOWNERS ASSOCIATION, INC.

Principal Place of Business	Mailing Address
~~151 SOUTHHALL LANE, STE. 230~~ ~~MAITLAND FL 32751~~	~~151 SOUTHHALL LANE, STE. 230~~ ~~MAITLAND FL 32751~~

2. Principal Place of Business 21 1416 Concord St. East 22 Suite, Apt. #, etc. 23 Orlando FL 24 Zip 32803 25 Country	2a. Mailing Address 26 PO Box 531010 27 Suite, Apt. #, etc. 28 Orlando FL 29 Zip 32853-1010 30 Country US	3. Date Incorporated or Qualifed 08/28/1998 4. FEI Number PENDING [X] Applied For [ ] Not Applicable 5. Certifcate of Status Desired ☐ **$8.75** Additional Fee Required 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
~~CENTEX REAL ESTATE CORPORATION~~ ~~151 SOUTHHALL LANE, STE 230~~ ~~MAITLAND FL 32751~~	81 Name The Melrose Mgmt. Group 82 Street Address (P.O. Box Number is Not Acceptable) 83 1416 Concord St. East 84 City Orlando FL 85 Zip Code 32803

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 _____ J.B. Hanson 3/11/99
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 / NAME / STREET ADDRESS / CITY-ST-ZIP	DP KNIGHT, PATRICK J ~~151 SOUTHHALL LANE, STE. 230~~ ~~MAITLAND FL 32751~~	☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	D Patrick Knight 385 Douglas Ave., St. 2000 Altamonte Springs FL 32714	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DV SMITH, RALPH JR ~~151 SOUTHHALL LANE, STE. 230~~ ~~MAITLAND FL 32751~~	☐ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	D Ralph Smith, Jr. same as above	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	DST MATTHAI, KAROLINE ~~151 SOUTHHALL LANE, STE. 230~~ ~~MAITLAND FL 32751~~	☐ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	D Karoline Matthai same as above	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	4.1 TITLE / 4. 2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP		☐ Change ☐ Addition

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: SIGNATURE R Karoline Matthai 3-10-99 228-4181
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E037 (11/98)