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**Feb 09 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 # 726659 (6)

1. Corporation Name
UPPER KEYS HUMANE SOCIETY, INC.



Principal Place of Business MILE MARKER 101.5 US #1 P. O. BOX 511 KEY LARGO FL 33037	Mailing Address MILE MARKER 101.5 US #1 P. O. BOX 511 KEY LARGO FL 33037
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3. Date Incorporated or Qualified 06/12/1973	
4. FEI Number 23-7434680	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

**DRUCKMAN, KENNETH, ATTY.
U.S. #1, MILE MARKER 108
KEY LARGO FL 33037**

10. Name and Address of New Registered Agent

81 Name Joseph J. Vetrick Esq
82 Street Address (P.O. Box Number is Not Acceptable) 171 HOOD ST # 10
83
84 City Tavernier
85 Zip Code FL 33070

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 Joseph J. Vetrick DATE 1/29/1998

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE PD	NAME LOWERY, JANE	DELETED
STREET ADDRESS 112 SABAL PALM LANE	CITY-ST-ZIP TAVERNIER FL	
TITLE VPD	NAME KETTMANN, KAREN	DELETED
STREET ADDRESS 108 PEACE RD.	CITY-ST-ZIP TAVERNIER FL	
TITLE STD	NAME INGERSOL, MARDIE L	DELETED
STREET ADDRESS 145 WEST AVE C	CITY-ST-ZIP KEY LARGO FL	
TITLE D	NAME HUTCHINGS, CLOVER	DELETED
STREET ADDRESS 322 RYAN AVENUE	CITY-ST-ZIP KEY LARGO FL	
TITLE D	NAME MANN, ESTER	DELETED
STREET ADDRESS 508 SOUND DR	CITY-ST-ZIP KEY LARGO FL	
TITLE D	NAME SOUTHORPE, WILLIAM	DELETED
STREET ADDRESS 20 PERRY RD	CITY-ST-ZIP KEY LARGO FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D	Change	Addition <input checked="" type="checkbox"/>
1.2 NAME KELLY, EVA		
1.3 STREET ADDRESS 130 LORELANE PLACE		
1.4 CITY-ST-ZIP Key Largo, FL. 33037		
2.1 TITLE D	Change	Addition <input checked="" type="checkbox"/>
2.2 NAME Mrs + Mrs. Morton FEIT		
2.3 STREET ADDRESS 422 Normandy Drive		
2.4 CITY-ST-ZIP TAVERNIER, FL. 33070		
3.1 TITLE D	Change	Addition <input checked="" type="checkbox"/>
3.2 NAME RIEDER, KATIE		
3.3 STREET ADDRESS 58 Eagleview Lane		
3.4 CITY-ST-ZIP Hayesville, N.C. 28904		
4.1 TITLE D	Change <input checked="" type="checkbox"/>	Addition
4.2 NAME Hutchings, Clover		
4.3 STREET ADDRESS 4209 PALAZZO ST.		
4.4 CITY-ST-ZIP SEBRING, FL. 33872		
5.1 TITLE D	Change <input checked="" type="checkbox"/>	Addition
5.2 NAME MANN, ESTER		
5.3 STREET ADDRESS 6 WOODLAND COURT		
5.4 CITY-ST-ZIP FAIRFIELD BLVD TN 38558		
6.1 TITLE D	Change <input checked="" type="checkbox"/>	Addition
6.2 NAME SCULTHORPE, WILLIAM		
6.3 STREET ADDRESS 20 PERRY RD.		
6.4 CITY-ST-ZIP Key Largo, FL. 33037		

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 in an attachment with an address.

SIGNATURE: William Southorpe DATE: 2/5/98

CR2E037 (10/97)