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**Feb 03 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 # 743579 (5)
 1. Corporation Name
NORTHWEST FLORIDA RETIRED OFFICER'S CLUB, INC.



Principal Place of Business 123 STAFF DR P.O. BOX 310 FT WALTON BCH FL 32549-0310	Mailing Address 123 STAFF DR P.O. BOX 310 FT WALTON BCH FL 32549-0310
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country
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3. Date Incorporated or Qualified 07/13/1978
4. FEI Number 23-7434498
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent BABBITT, BRUCE C 123 STAFF DR FT. WALTON BEACH FL 32548

10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD LOWMAN, RAYMOND P <input type="checkbox"/> DELETE 10104 CALLE DE PALENCIA DR NAVARRA FL SD ARPKE, CHARLES K. <input type="checkbox"/> DELETE 2411 ROCKY SHORES DR NICEVILLE FL 32578-2370 TD MAHEU, ROBERT F. <input type="checkbox"/> DELETE 1002 LAKE WAY DR NICEVILLE FL D CULLEN, WILLIAM J <input checked="" type="checkbox"/> DELETE 131 WYNNHAVEN BCH RD MART ESTHER FL VD HEAVENER, JAMES D. <input checked="" type="checkbox"/> DELETE 312 GARDNER DR NE FT WALTON BCH FL VD REINLIE, ROBERT L <input type="checkbox"/> DELETE 121 VIRGINIA DRIVE NW FT WALTON BEACH FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	D LOWMAN, RAYMOND P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 10104 CALLE DE PALENCIA DR NAVARRA FL 32566-3027 SD ARPKE, CHARLES K <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1064 LAKE WAY DR NICEVILLE FL 32578-1777 <input type="checkbox"/> Change <input type="checkbox"/> Addition D REILLY, NEIL A <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition P O BOX 5175-BWB NICEVILLE FL 32578-5175 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition VD GLUNN, FRANKLIN J <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1069 EMERALD BAY DR DESTIN FL 32541-3784 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition PD REINLIE, ROBERT L <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 121 VIRGINIA DR NW FT WALTON BCH FL 32548-4155

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.

SIGNATURE: Dr. Charles K. Arpke **Dr. Charles K. Arpke**
 1064 Lake Way Dr.
 Niceville, FL 32578-1777
 12 Jan 98 858 6783446
 Daytime Phone # 0076239

CR2E037 (10/97)