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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 750154

1. Corporation Name
SUNDOWN OWNERS ASSOCIATION, INC.

Principal Place of Business
 16470 PERDIDO KEY DRIVE
 PENSACOLA FL 32507

Mailing Address
 16470 PERDIDO KEY DRIVE
 PENSACOLA FL 32507



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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		3. Date Incorporated or Qualified 12/11/1979	
4. FEI Number 59-1983698		Applied For 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		9. Name and Address of Current Registered Agent LOLLEY, C. G. EAST SECOND ST. PENSACOLA FL 32507	
10. Name and Address of New Registered Agent 81 Name JOHN H. TESTER 82 Street Address (P.O. Box Number is Not Acceptable) 16470 PERDIDO KEY DR. 83 84 City PENSACOLA 85 Zip Code FL 32507					

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: *[Signature]* DATE: 1-13-99
 (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	P
NAME	HOLTON, JOE	1.2 NAME	JUDY MCLEOD
STREET ADDRESS	16470 PERDIDO KEY DRIVE	1.3 STREET ADDRESS	2340 GLAMIS DR.
CITY-ST-ZIP	PENSACOLA FL	1.4 CITY-ST-ZIP	PENSACOLA, FL. 32503
TITLE	VP	2.1 TITLE	VP
NAME	RIP COLLINS	2.2 NAME	ANDREW SVIRSKY
STREET ADDRESS	9 EGRET	2.3 STREET ADDRESS	2316 HOLIDY DRIVE
CITY-ST-ZIP	NEW ORLEANS LA	2.4 CITY-ST-ZIP	NEW ORLEANS, LA. 70114
TITLE	SD	3.1 TITLE	SEC.
NAME	NANCY CHESTNUT	3.2 NAME	NANCY CHESNUT
STREET ADDRESS	16470 PERDIDO KEEP DR	3.3 STREET ADDRESS	16470 PERDIDO KEY DR. UINT C-22
CITY-ST-ZIP	PENSACOLA FL	3.4 CITY-ST-ZIP	PENSACOLA, FL. 32507
TITLE	TD	4.1 TITLE	TRES.
NAME	PHILLIP MAHER	4.2 NAME	PHILLIP MAHER
STREET ADDRESS	551 W SHENANDOAH RD	4.3 STREET ADDRESS	551 WEST SHENANDOAH RD.
CITY-ST-ZIP	MOBILE AL	4.4 CITY-ST-ZIP	MOBILE, AL. 36608
TITLE	D	5.1 TITLE	D
NAME	HOWARD PUGH	5.2 NAME	RIP COLLINS
STREET ADDRESS	2769 SAMSUM RD	5.3 STREET ADDRESS	9 EGRET
CITY-ST-ZIP	STOCK BRIDGE GA	5.4 CITY-ST-ZIP	NEW ORLEANS, LA. 70124
TITLE	D	6.1 TITLE	D
NAME	MCLEOD, JUDY	6.2 NAME	HOWARD PUGH
STREET ADDRESS	2340 GLAMIS DR	6.3 STREET ADDRESS	2769 SAMSUM RD.
CITY-ST-ZIP	PENSACOLA FL 32503	6.4 CITY-ST-ZIP	STOCKBRIDGE, GA. 30281

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]* DATE: 1/16/99 850-4921846

CR2E037 (11/98)