

FILE NOW: FILING FEE IS \$61.25

FILED

Mar 12 1997 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                           |                                                                                                                                                                                             |                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| NONPROFIT CORPORATION<br>ANNUAL REPORT<br><b>1997</b>                                                                                                                                                                                                                                                                                                                                                                                                           |                                           |  FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |                                                                   |
| DOCUMENT # <b>753772</b> (3)<br>1. Corporation Name<br><b>WINDING CREEK CONDOMINIUM CORPORATION</b>                                                                                                                                                                                                                                                                                                                                                             |                                           |                                                                                                                                                                                             |                                                                   |
| Principal Place of Business<br><b>C/O SEABOARD ARBORS MANAGEMENT<br/>1700 McMULLEN BOOTH RD #C-3<br/>CLEARWATER FL 34619</b>                                                                                                                                                                                                                                                                                                                                    |                                           | Mailing Address<br><b>C/O SEABOARD ARBORS MANAGEMENT<br/>1700 McMULLEN BOOTH RD #C-3<br/>CLEARWATER FL 34619-2129</b>                                                                       |                                                                   |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                                                                                                                                                                                                                                                                                                                                             |                                           | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country                                                                                                    |                                                                   |
| 3. Date Incorporated or Qualified<br><b>06/15/1980</b>                                                                                                                                                                                                                                                                                                                                                                                                          |                                           | 3a. Date of Last Report<br><b>04/17/1996</b>                                                                                                                                                |                                                                   |
| 4. FEI Number<br><b>59-2196876</b>                                                                                                                                                                                                                                                                                                                                                                                                                              |                                           | Applied For<br>Not Applicable                                                                                                                                                               |                                                                   |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                       |                                           | <b>\$8.75 Additional Fee Required</b>                                                                                                                                                       |                                                                   |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                              |                                           | <b>\$5.00 May Be Added to Fees</b>                                                                                                                                                          |                                                                   |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                     |                                           |                                                                                                                                                                                             |                                                                   |
| 9. Name and Address of Current Registered Agent<br><b>LEIGHTON, LENNARD<br/>C/O SEABOARD ARBORS MGMT SVCS INC<br/>1700 McMULLEN BOOTH ROAD, STE C-3<br/>CLEARWATER FL 34619</b>                                                                                                                                                                                                                                                                                 |                                           | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br><b>FL</b> 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 _____<br>(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                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> DELETE           | 1.1 TITLE                                                                                                                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>JACK MATHER</b>                        | 1.2 NAME                                                                                                                                                                                    | <b>KEARLEY, ROLAND</b>                                            |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>2400 WINDING CREEK BLVD #13-103</b>    | 1.3 STREET ADDRESS                                                                                                                                                                          | <b>2400 WINDING CREEK BLVD #1-104</b>                             |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>CLEARWATER FL</b>                      | 1.4 CITY-ST-ZIP                                                                                                                                                                             | <b>CLEARWATER FL</b>                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> DELETE           | 2.1 TITLE                                                                                                                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>SWITZER, SKY</b>                       | 2.2 NAME                                                                                                                                                                                    | <b>SWITZER, SKY</b>                                               |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>2400 WINDING CREEK BLVD.</b>           | 2.3 STREET ADDRESS                                                                                                                                                                          | <b>2400 WINDING CREEK BLVD #24-202</b>                            |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>CLEARWATER FL</b>                      | 2.4 CITY-ST-ZIP                                                                                                                                                                             | <b>CLEARWATER FL</b>                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> DELETE           | 3.1 TITLE                                                                                                                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>THORNE, ETHEL</b>                      | 3.2 NAME                                                                                                                                                                                    | <b>MATHER, JACK</b>                                               |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>2400 WINDING CREEK BLVD</b>            | 3.3 STREET ADDRESS                                                                                                                                                                          | <b>2400 WINDING CREEK BLVD. #13-103</b>                           |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>CLEARWATER FL</b>                      | 3.4 CITY-ST-ZIP                                                                                                                                                                             | <b>CLEARWATER FL</b>                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> DELETE           | 4.1 TITLE                                                                                                                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>LEMAIRE, MURIE</b>                     | 4.2 NAME                                                                                                                                                                                    | <b>THORNE, ETHEL</b>                                              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>2400 WINDING CREEK BLVD., #14-201</b>  | 4.3 STREET ADDRESS                                                                                                                                                                          | <b>2400 WINDING CREEK BLVD. #9-201</b>                            |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>CLEARWATER FL</b>                      | 4.4 CITY-ST-ZIP                                                                                                                                                                             | <b>CLEARWATER FL</b>                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> DELETE           | 5.1 TITLE                                                                                                                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>KEARLEY, ROLAND</b>                    | 5.2 NAME                                                                                                                                                                                    | <b>DUNCAN, CRAIG</b>                                              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>2400 WINDING CREEK BLVD., #1-104</b>   | 5.3 STREET ADDRESS                                                                                                                                                                          | <b>2400 WINDING CREEK BLVD #18B-103</b>                           |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>CLEARWATER FL</b>                      | 5.4 CITY-ST-ZIP                                                                                                                                                                             | <b>CLEARWATER FL</b>                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> DELETE           | 6.1 TITLE                                                                                                                                                                                   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>HAMELIN, PAUL</b>                      | 6.2 NAME                                                                                                                                                                                    | <b>SCHMIDT, VERA</b>                                              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>2400 WINDING CREEK BLVD., #20A-206</b> | 6.3 STREET ADDRESS                                                                                                                                                                          | <b>2400 WINDING CREEK BLVD #20B-103</b>                           |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>CLEARWATER FL</b>                      | 6.4 CITY-ST-ZIP                                                                                                                                                                             | <b>CLEARWATER FL</b>                                              |

14. I do 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: *Sky*

CR2E037 (9/96)