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FILED
May 13 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 759243 (9)
1. Corporation Name
CLUB REGENCY OF MARCO ISLAND CONDOMINIUM ASSOCIATION, INC.

Principal Place of Business 500 S. COLLIER BLVD. MARCO ISLAND FL 33887	Mailing Address % HILTON GRAND VACATIONS 13391 MCGREGOR BLVD., SW FT. MYERS FL 33919-5944 US
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/21/1981	3a. Date of Last Report 05/01/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2800972	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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				10. Name and Address of New Registered Agent			
% HILTON GRAND VACATIONS COMPANY 13391 MCGREGOR BLVD. FT. MEYERS FL 33919				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	PEARMAN, RALPH S.		1.2 NAME				
STREET ADDRESS	228 W. CRAWFORD ST.		1.3 STREET ADDRESS				
CITY-ST-ZIP	PARIS IL		1.4 CITY-ST-ZIP				
TITLE	VD	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition		
NAME	MACKELFRESH, J. THOMAS		2.2 NAME				
STREET ADDRESS	381 ROCKHILL COURT		2.3 STREET ADDRESS				
CITY-ST-ZIP	MARCO ISLAND FL		2.4 CITY-ST-ZIP				
TITLE	SD	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	ZART, DAVID P.		3.2 NAME				
STREET ADDRESS	13131 UNIVERSITY DRIVE-VP		3.3 STREET ADDRESS				
CITY-ST-ZIP	FT. MYERS FL		3.4 CITY-ST-ZIP				
TITLE	TD	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	ZIMMERMAN, ARNOLD		4.2 NAME				
STREET ADDRESS	8814 WOODFOX DRIVE		4.3 STREET ADDRESS				
CITY-ST-ZIP	ST. LOUIS MO		4.4 CITY-ST-ZIP				
TITLE	D	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition		
NAME	CATALDO, MARY		5.2 NAME				
STREET ADDRESS	500 S. COLLIER BLVD		5.3 STREET ADDRESS				
CITY-ST-ZIP	MARCO ISLAND FL		5.4 CITY-ST-ZIP				
TITLE	D	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition		
NAME	KLAMERT, ROLAND		6.2 NAME				
STREET ADDRESS	13331 MEDINAH CIRCLE, W8		6.3 STREET ADDRESS				
CITY-ST-ZIP	FT. MYERS FL		6.4 CITY-ST-ZIP				
TITLE	D	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition		
NAME	BREHM, JANICE		5.2 NAME				
STREET ADDRESS	#92 East Surry Road		5.3 STREET ADDRESS				
CITY-ST-ZIP	Keene, NH 03431		5.4 CITY-ST-ZIP				
TITLE	D	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition		
NAME	PINENO, CHARLES		6.2 NAME				
STREET ADDRESS	316 Highland Drive		6.3 STREET ADDRESS				
CITY-ST-ZIP	Shipperville, PA 16254		6.4 CITY-ST-ZIP				

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: Ralph S. Pearman DATE: 4/7/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone # 2174636490 0065644

CR2E037 (9/96)

CLUB REGENCY OF MARCO ISLAND CONDOMINIUM ASSOCIATION, INC.

12. Officers & Directors

1.1 Title	PD
1.2 Name	PEARMAN, RALPH S.
1.3 Address	228 W Crawford Street
1.4 City-ST-Zip	Paris, IL 61944
2.1 Title	VD
2.2 Name	NAJARIAN, BERGE
2.3 Address	13325 Third Street
2.4 City-ST-Zip	Fort Myers, FL 33905
3.1 Title	SD
3.2 Name	ZART, DAVID P.
3.3 Address	13131 University Drive
3.4 City-ST-Zip	Fort Myers, FL 33909
4.1 Title	TD
4.2 Name	ZIMMERMAN, ARNOLD
4.3 Address	8814 Woodfox Drive
4.4 City-ST-Zip	St. Louis, MO 63127
5.1 Title	D
5.2 Name	BREHM, JANICE
5.3 Address	#92 East Surry Road
5.4 City-ST-Zip	Keene, NH 03431
6.1 Title	D
6.2 Name	PINENO, CHARLES
6.3 Address	316 Highland Drive
6.4 City-ST-Zip	Shipperville, PA 16254
7.1 Title	D
7.2 Name	IRLE, CHARLES
7.3 Address	1185 Dunwoody Road
7.4 City-ST-Zip	Atlanta, GA 30339