

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 833497 (1)

1. Corporation Name
CHEVRON TRAVEL CLUB, INC.

Principal Place of Business 575 Market Street San Francisco, CA 94105	Mailing Address 575 Market Street San Francisco, CA 94105
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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 12/17/1974	3a. Date of Last Report 05/25/95
4. FEI Number 94-1677032		Applied For <input type="checkbox"/> Yes <input type="checkbox"/> No	
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	
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 The Prentice-Hall Corporation System, Inc, 1021 Hays Street, Suite 105 Taflahassee, FL 32301	10. Name and Address of New Registered Agent B1 Name B2 Street Address (P.O. Box Number is Not Acceptable) B3 B4 City FL B5 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP P/D J. G. Hardy 575 Market Street San Francisco, CA 94105 V/D C. D. Penney 2005 Diamond Blvd. Concord, CA 94520 T M. J. Foehr 225 Bush Street San Francisco, CA 94104 S/D H. P. Walker 575 Market Street San Francisco, CA 94105 A/S J. H. Jones, Jr. 225 Bush Street San Francisco, CA 94104 A/T J. E. Mooney 225 Bush Street San Francisco, CA 94104	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP
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 -05/09/96--01063-042
 ***225.00

14. I do hereby certify that the information on this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: C.N. MacFarlane **C.N. MACFARLANE** APR 25 1996 **418-894-7700**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)

CHEVRON TRAVEL CLUB, INC.

94-1677032

<u>Directors</u>	<u>Business Address</u>
J. G. Hardy	575 Market Street, San Francisco, CA 94105
D. J. O'Reilly	575 Market Street, San Francisco, CA 94105
C. D. Penney	2005 Diamond Blvd., Concord, CA 94520
D. C. Smith	575 Market Street, San Francisco, CA 94105
H. P. Walker	575 Market Street, San Francisco, CA 94105
P. E. Yarrington	2003 Diamond Blvd., Concord, CA 94520

<u>Name</u>	<u>Officers</u>	<u>Business Address</u>
J. G. Hardy	President	575 Market Street, San Francisco, CA 94105
H. P. Walker	Vice-President & Secretary	575 Market Street, San Francisco, CA 94105
C. D. Penney	Vice-President	2005 Diamond Blvd., Concord, CA 94520
P. E. Yarrington	Vice-President	2003 Diamond Blvd., Concord, CA 94520
M. J. Foehr	Treasurer	225 Bush Street, San Francisco, CA 94104
C. L. Brink	Asst Secretary & Asst Treasurer	2003 Diamond Blvd., Concord, CA 94520
C. R. Farber	Asst Secretary & Asst Treasurer	575 Market Street, San Francisco, CA 94105
T. H. Groves	Asst Secretary & Asst Treasurer	575 Market Street, San Francisco, CA 94105
J. H. Jones, Jr.	Asst Secretary	225 Bush Street, San Francisco, CA 94104
C. N. Macfarlane	Asst Secretary	225 Bush Street, San Francisco, CA 94104
F. G. Soler	Asst Secretary	575 Market Street, San Francisco, CA 94105
R. F. Dautel	Asst Treasurer	225 Bush Street, San Francisco, CA 94104
S. A. McLennan	Asst Treasurer	225 Bush Street, San Francisco, CA 94104
H. D. Millar	Asst Treasurer	225 Bush Street, San Francisco, CA 94104
J. E. Mooney	Asst Treasurer	225 Bush Street, San Francisco, CA 94104
H. B. Sheppard	Asst Treasurer	225 Bush Street, San Francisco, CA 94104

Term Expires: On next annual meeting of stockholders or upon election or appointment of successors.

04/24/96