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May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **841028** (4)
1. Corporation Name
AFFINITY ROAD AND TRAVEL CLUB, INC.



Principal Place of Business Mailing Address
64 INVERNESS DRIVE EAST
ENGLEWOOD CO 80112
US

3. Date Incorporated or Qualified **07/10/1978** 3a. Date of Last Report **07/24/1996**

21	2. Principal Place of Business 64 Inverness Drive East Suite, Apt. #, etc.	26	2a. Mailing Address 64 Inverness Drive East Suite, Apt. #, etc.	4.	FEI Number 23-2066824	Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable			
22	22	27	27	5.	Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required				
23	23 City & State Englewood, CO	28	28 City & State Englewood, CO	6.	Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees				
24	24 Zip 80112	25	25 Country US	29	29 Zip 80112	30	30 Country US	7.	This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	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 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE DC	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME ADAMS, STEPHEN		1.2 NAME	
STREET ADDRESS 64 INVERNESS DRIVE EAST		1.3 STREET ADDRESS	
CITY- ST- ZIP ENGLEWOOD CO 80112		1.4 CITY- ST- ZIP	
TITLE P	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BLOCK, DAVID		2.2 NAME	
STREET ADDRESS 64 INVERNESS DRIVE EAST		2.3 STREET ADDRESS	
CITY- ST- ZIP ENGLEWOOD CO 80112		2.4 CITY- ST- ZIP	
TITLE VT	<input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BOGGESS, MARK		3.2 NAME	BOGGESS, MARK
STREET ADDRESS 64 INVERNESS DRIVE EAST		3.3 STREET ADDRESS	64 INVERNESS DRIVE EAST
CITY- ST- ZIP ENGLEWOOD CO 80112		3.4 CITY- ST- ZIP	ENGLEWOOD, CO 80112
TITLE S	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME MAYER, NANCY E		4.2 NAME	
STREET ADDRESS 64 INVERNESS DRIVE EAST		4.3 STREET ADDRESS	
CITY- ST- ZIP ENGLEWOOD CO 80112		4.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Nancy E Mayer* **NANCY E MAYER** Date: **4-29-97** Daytime Phone #: **805-667-4462**

CR2E034 (9/96)