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**Feb 12 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 # 842517 (5)
1. Corporation Name
CHARLES SCHWAB & CO., INC.



Principal Place of Business Mailing Address
**101 MONTGOMERY ST
SAN FRANCISCO CA 94104** **101 MONTGOMERY STREET
REGISTRATION 333-24
SAN FRANCISCO CA 94104-4122**

3. Date Incorporated or Qualified **02/01/1979** 3a. Date of Last Report **02/08/1996**
4. FEI Number **94-1737782** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 **101 Montgomery Street**
22 City & State 27 **Registration, 88-3**
23 Zip Country 28 **San Francisco, CA**
24 Zip Country 29 **94104** 30

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

TITLE	PB	<input type="checkbox"/> DELETE
NAME	POTTRUCK, DAVID S	
STREET ADDRESS	101 MONTGOMREY ST.	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	
TITLE	VCB	<input checked="" type="checkbox"/> DELETE
NAME	READMOND, RONALD W	
STREET ADDRESS	101 MONTGOMERY STREET	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	
TITLE	EVPB	<input checked="" type="checkbox"/> DELETE
NAME	GAMBS III, JOHN ARTHUR	
STREET ADDRESS	101 MONTGOMERY ST.	
CITY-ST-ZIP	SAN FRANCISCO FL 94104	
TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	BRYANT, GUY R.	
STREET ADDRESS	101 MONTGOMERY STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	TEMPLETON, MARY B.	
STREET ADDRESS	101 MONTGOMERY STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
2.1 TITLE	EVP/Chief Info. Officer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Dawn G. Lepore	
2.3 STREET ADDRESS	101 Montgomery Street	
2.4 CITY-ST-ZIP	San Francisco, CA 94104	
3.1 TITLE	EVP/Chief Financial Ofcr.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Steven L. Scheid	
3.3 STREET ADDRESS	101 Montgomery Street	
3.4 CITY-ST-ZIP	San Francisco, CA 94104	
4.1 TITLE	Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Thomas C. Fishel	
4.3 STREET ADDRESS	101 Montgomery Street	
4.4 CITY-ST-ZIP	San Francisco, CA 94104	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: *Thomas C. Fishel* **02/05/97 (415)636-1160**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **Thomas C. Fishel** Date Daytime Phone #

CR2E034 (9/96)