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Secretary of State

NONPROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F96000001680 (5)

1. Corporation Name

ORPHANS INTERNATIONAL FOUNDATION, INC.



Principal Place of Business

Mailing Address

9200 MARIGOLD CT
FT. MYERS FL 33919

9200 MARIGOLD CT
FT. MYERS FL 33919-8344

3. Date Incorporated or Qualified
04/03/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SANDERS, LEONARD L
15220 IONA LAKES DRIVE
FT. MYERS FL 33908

81 Name

SANDERS, LEONARD L.

82 Street Address (P.O. Box Number is Not Acceptable)

9200 MARIGOLD COURT

83

84 City

FT. MYERS

FL

85 Zip Code

33919

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

Leonard L. Sanders, President, ORPHANS INTERNATIONAL FOUNDATION, INC.

4/10/97

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 DPT
NAME SANDERS, LEONARD
STREET ADDRESS 15220 IONA LAKES DRIVE
CITY-ST-ZIP FT. MYERS FL 33908

1.1 TITLE PRESIDENT, TREASURER, SECRETARY
1.2 NAME SANDERS, LEONARD, L.
1.3 STREET ADDRESS 9200 MARIGOLD COURT
1.4 CITY-ST-ZIP FT. MYERS FL 33919

TITLE DS
NAME MCGOVERN, MARY
STREET ADDRESS 149 MORSE ROAD
CITY-ST-ZIP SUDBURY MA 01776

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE D
NAME ARIZMENDI, HERNAN
STREET ADDRESS 3 AMBER LEAF COURT, THE WOODLANDS
CITY-ST-ZIP HOUSTON TX 77381

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE D
NAME CHEUNG, WING
STREET ADDRESS 45 NORMANDY DR.
CITY-ST-ZIP SUDBURY MA 01776

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE D
NAME MCHALE, JAMES T REV.
STREET ADDRESS 116 CENTRAL ST.
CITY-ST-ZIP ACTON MA 01720

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE D
NAME SANDERS, JEANNE H
STREET ADDRESS 15220 IONA LAKES DRIVE
CITY-ST-ZIP FT. MYERS FL 33908

6.1 TITLE DIRECTOR
6.2 NAME SANDERS, JEANNE, H
6.3 STREET ADDRESS 9200 MARIGOLD COURT
6.4 CITY-ST-ZIP FT. MYERS, FL 33919

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: Leonard L. Sanders, President

4/10/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone # 0055692

CR2E037 (9/96)