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Feb 11, 1999 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

02-11-1999 90058 043 *****61.25

DOCUMENT # N00526

1. Corporation Name
THE COTTON, POCHE' & GATES FOUNDATION, INC.

Principal Place of Business: % ERNEST L. COTTON, THREE PLEW AVENUE, SHALIMAR FL 32579
 Mailing Address: % ERNEST L. COTTON, THREE PLEW AVENUE, SHALIMAR FL 32579



2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified
21	26	12/22/1983
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number
22	27	59-2400472
City & State	City & State	5. Certificate of Status Desired <input type="checkbox"/>
23	28	\$8.75 Additional Fee Required
Zip	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>
24	29	\$5.00 May Be Added to Fees
Country	Country	30
25	29	30

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
COTTON, ERNEST L. THREE PLEW AVENUE SHALIMAR FL 32579	81 Name
	82 Street Address (P.O. Box Number is Not Acceptable)
	83
	84 City
	85 Zip Code
	FL

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reappointing)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GATES, MICHAEL R	1.2 NAME	
STREET ADDRESS	THREE PLEW AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	SHALIMAR FL 32579	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COTTON, ERNEST L.	2.2 NAME	
STREET ADDRESS	3 PLEW AVE.	2.3 STREET ADDRESS	
CITY-ST-ZIP	SHALIMAR FL	2.4 CITY-ST-ZIP	
TITLE	TD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POCHE', STEPHEN S.	3.2 NAME	
STREET ADDRESS	3 PLEW AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	SHALIMAR FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		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 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, with all other like empowered.

SIGNATURE: _____ DATE: 01/26/99 DAYTIME PHONE #: (850)651-9900

CR2E037 (1/98)