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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NONPROFIT CORPORATION ANNUAL REPORT 1997

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

DOCUMENT # N01842 (6)  
1. Corporation Name  
DESTIN BEACH CLUB OWNERS ASSOCIATION, INC.

Principal Place of Business Mailing Address  
1150 HWY 98 EAST 1150 HWY 98 EAST  
DESTIN FL 32541 DESTIN FL 32541-3309

3. Date Incorporated or Qualified 03/08/1984 3a. Date of Last Report 05/01/1996

2. Principal Place of Business 2a. Mailing Address 4. FEI Number 59-2458838 Applied For Not Applicable

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc. 5. Certificate of Status Desired \$8.75 Additional Fee Required

22 City & State 27 City & State 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

23 Zip Country 28 Zip Country 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

24 25 29 30 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent

BURKE, LES W.  
303 MAGNOLIA AVENUE  
PANAMA CITY FL

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 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 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	TD	1.1 TITLE	
NAME	BROSS, HAROLD	1.2 NAME	
STREET ADDRESS	37 ROSEDOWN	1.3 STREET ADDRESS	
CITY-ST-ZIP	DESTREHAN LA	1.4 CITY-ST-ZIP	
TITLE	SD	2.1 TITLE	Director at Large
NAME	EARP, O. K JR.	2.2 NAME	
STREET ADDRESS	959 RIDGEWAY LOOP RD., SUITE 101	2.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	Secretary
NAME	WILLIAMS, MAURICE	3.2 NAME	Geri McKay
STREET ADDRESS	3213 CONTINENTAL DRIVE	3.3 STREET ADDRESS	1138 Maynard Drive
CITY-ST-ZIP	MISSOURI CITY TX	3.4 CITY-ST-ZIP	Indianapolis IN 46227
TITLE	PD	4.1 TITLE	Vice President
NAME	BAITER, JOHN R	4.2 NAME	Joe Knight
STREET ADDRESS	POST CROSSING/120 ASHFORD PARKWAY, NE	4.3 STREET ADDRESS	933 Meadowlark Dr
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	Bowling Green KY 42103
TITLE	VD	5.1 TITLE	President/D
NAME	SANDEL, LAWRENCE	5.2 NAME	LARRY SANDEL
STREET ADDRESS	250 BRAEBURN CIRCLE	5.3 STREET ADDRESS	250 Braeburn Cir
CITY-ST-ZIP	MARBLE FALLS TX	5.4 CITY-ST-ZIP	MARBLE FALLS, TX 78654
TITLE		6.1 TITLE	
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE SIGNATURE REQUIRED

CR2E037 (9/96)