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Apr 13 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **N18923** (5)

1. Corporation Name

THE SQUARE CLUB OF PALM HILL, INC.



Principal Place of Business	Mailing Address
65 ROYAL PALM CIRCLE LARGO FL 34648-1300 US	65 ROYAL PALM CIRCLE LARGO FL 34648-1300 US

3. Date Incorporated or Qualified

01/26/1987

4. FEI Number

59-2246768

Applied For

Not Applicable

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CUSHING, WILLIAM M
65 ROYAL PALM CIRCLE
LARGO FL 33778-1300**

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

TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	FREEMAN, MACK	
STREET ADDRESS	72 PINDO PALM W	
CITY-ST-ZIP	LARGO FL 33770	

TITLE	VP	<input type="checkbox"/> DELETE
NAME	HOOKE, CHARLES	
STREET ADDRESS	318 SAGE PALM	
CITY-ST-ZIP	LARGO FL 33778	

TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	PARRS, ARNOLD	
STREET ADDRESS	270 SAGE PALM	
CITY-ST-ZIP	LARGO FL 33778	

TITLE	SD	<input type="checkbox"/> DELETE
NAME	GOW, DAVID	
STREET ADDRESS	71 E PALM FOREST DR	
CITY-ST-ZIP	LARGO FL 33770	

TITLE	TD	<input type="checkbox"/> DELETE
NAME	CUSHING, WILLIAM M	
STREET ADDRESS	65 ROYAL PALM	
CITY-ST-ZIP	LARGO FL 33788-1300	

TITLE	D	<input type="checkbox"/> DELETE
NAME	ATKINSON, DONALD	
STREET ADDRESS	31 THATCH PALM WEST	
CITY-ST-ZIP	LARGO FL 33770	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	URBANOWICZ, JOHN	
1.3 STREET ADDRESS	777 Royal Palm	
1.4 CITY-ST-ZIP	LARGO, FL 33778	

2.1 TITLE	1st VP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		

3.1 TITLE	Ind VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	FREEMAN, MACK	
3.3 STREET ADDRESS	72 Pindo Palm W	
3.4 CITY-ST-ZIP	LARGO, FL 33770	

4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		

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 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:

CR2E037 (10/97)