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**Feb 18 1997 8:00am
Secretary of State**



NONPROFIT CORPORATION ANNUAL REPORT 1997

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

DOCUMENT # N40896 (5)
1. Corporation Name
DISNEY VACATION CLUB CONDOMINIUM ASSOCIATION, INC.



Principal Place of Business: **200 CELEBRATION PLACE CELEBRATION FL 34747**
Mailing Address: **200 CELEBRATION PLACE CELEBRATION FL 34747-4800**

3. Date Incorporated or Qualified: **11/20/1990**
3a. Date of Last Report: **05/01/1996**
4. FEI Number: **59-3039578**
5. Certificate of Status Desired: **xxx** **\$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: **21**
2a. Mailing Address: **26**
Suite, Apt. #, etc.: **22**
City & State: **23**
Zip: **24** Country: **25**
Zip: **29** Country: **30**

9. Name and Address of Current Registered Agent
IOPPOLO, S FRANK
1375 BUENA VISTA DRIVE
FOUR NORTH
LAKE BUENA VISTA FL 32830-1000

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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	NUNS, RICHARD A.
STREET ADDRESS	1375 BUENA VISTA DR. 4N
CITY-ST-ZIP	LAKE BUENA VISTA FL
TITLE	PD <input checked="" type="checkbox"/> DELETE
NAME	MAY, KENNETH N
STREET ADDRESS	200 CELEBRATION PLACE
CITY-ST-ZIP	CELEBRATION FL 34747
TITLE	T <input checked="" type="checkbox"/> DELETE
NAME	FERRARO, ELAINE
STREET ADDRESS	200 CELEBRATION PLACE
CITY-ST-ZIP	CELEBRATION FL 34747
TITLE	AS <input type="checkbox"/> DELETE
NAME	REED, MARSHA L.
STREET ADDRESS	500 S BUENA VISTA
CITY-ST-ZIP	BURBANK CA
TITLE	AS <input type="checkbox"/> DELETE
NAME	MELTZER, ILESE
STREET ADDRESS	1375 BUENA VISTA DR 4N
CITY-ST-ZIP	LAKE BUENA VISTA FL 34747
TITLE	SD <input type="checkbox"/> DELETE
NAME	KATHEDER, THOMAS M
STREET ADDRESS	1375 BUENA VISTA DR. 4N
CITY-ST-ZIP	LAKE BUENA VISTA FL 34747

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Mitchell Frankel
1.3 STREET ADDRESS	200 Celebration Place
1.4 CITY-ST-ZIP	Celebration, FL 34747
2.1 TITLE	D/P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Matthew A. Ouimet
2.3 STREET ADDRESS	1375 Buena Vista Drive, 4N
2.4 CITY-ST-ZIP	Lake Buena Vista, FL 32821
3.1 TITLE	T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Matthew T. Gibbs II
3.3 STREET ADDRESS	200 Celebration Place
3.4 CITY-ST-ZIP	Celebration, FL 34747
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	Burbank, CA 91521
5.1 TITLE	AS/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Ilese S. Meltzer
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	Lake Buena Vista, FL 32821
6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Robert S. DeVries
6.3 STREET ADDRESS	200 Celebration Place
6.4 CITY-ST-ZIP	Celebration, FL 34747

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: *Matthew T. Gibbs II* **Matthew T. Gibbs II, Treasurer 2/12/97 (407) 566-3000**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0070106

CR2E037 (9/96)