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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N41842

1. Corporat on Name

FALLING WATERS MASTER ASSOCIATION, INC.

Principal Place of Business

7200 DAVIS BLVD.
 NAPLES FL 33962

Mailing Address

7200 DAVIS BLVD.
 NAPLES FL 33962



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip Country

25

2a. Mailing Address

27 Suite, Apt. #, etc.

28 City & State

29 Zip Country

30

3. Date Incorporated or Qualified

01/28/1991

4. FEI Number

65-0318043

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

SIESKY, JAMES H.
 1000 NO. TAMiami TRAIL, STE. 201
 NAPLES FL 33940

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:

Signature, typed or printed name of registered agent and title if applicable.

(NOT E: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DELETE PD
 NAME HUBSCHMAN, SAMUEL
 STREET ADDRESS 7200 DAVIS BLVD
 CITY-ST-ZIP NAPLES FL

TITLE DELETE STD
 NAME HUBSCHMAN, ALBERT
 STREET ADDRESS 7200 DAVIS BLVD.
 CITY-ST-ZIP NAPLES FL

TITLE DELETE VD
 NAME BEYRENT, TERYL H.
 STREET ADDRESS 7200 DAVIS BLVD.
 CITY-ST-ZIP NAPLES FL

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE PD Change Addition
 1.2 NAME RONALD L. YUTER
 1.3 STREET ADDRESS 7200 David Blvd.
 1.4 CITY-ST-ZIP Naples FL, 34104

2.1 TITLE STD Change Addition
 2.2 NAME MARK COON
 2.3 STREET ADDRESS 7200 Davis Blvd.
 2.4 CITY-ST-ZIP Naples, Fl 34109

3.1 TITLE VD Change Addition
 3.2 NAME GARY FRIEDLAND
 3.3 STREET ADDRESS 7200 Davis Blvd.
 3.4 CITY-ST-ZIP Naples, Fl 34104

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

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

6.1 TITLE Change 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, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED YUTER

4/15/99

941-774-5841

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (11/98)