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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N42107

1. Corporation Name
SPRINGLEAF HOMEOWNERS ASSOCIATION, INC.

Principal Place of Business 2565 EIFFEL CIRCLE EAST JACKSONVILLE FL 32210	Mailing Address 2565 EIFFEL CIRCLE JACKSONVILLE FL 32210
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 02/12/1991
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-3332896 NOT APPLICABLE
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent PICKETT, ANNE F 2565 EIFFEL CIRCLE JACKSONVILLE FL 32210	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
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D	PICKETT, ANNE F 2565 EIFFEL JACKSONVILLE FL 32210	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE D	MORRIS, KENNETH R 7973 JACQUES DRIVE JACKSONVILLE FL 32210	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE D	ELCHUK, ROBERT 2569 EIFFEL CIRCLE WEST JACKSONVILLE FL 32210	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE D	CROSBY, JAMES A 2570 EIFFEL CIRCLE EAST JACKSONVILLE FL 32210	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE D	SIMPSON, CAROLYN H 2557 EIFFEL CIRCLE WEST JACKSONVILLE FL 32210	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE P	VOSS, JAMES 7945 JACQUES DR JACKSONVILLE FL	6.1 TITLE	
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: [Signature] SIGNATURE REQUIRED 3/30/99 Date: _____ Daytime Phone #: 904-381-7064

CR2E037 (11/98)