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NONPROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # N42690

1. Corporation Name
BOCA BAY PASS CLUB CORPORATION

Principal Place of Business Mailing Address
P.O. BOX 1677 500 WATER ST
BOCA GRANDE FL 33921-1370 S/C J-160
JACKSONVILLE FL 32202
US



2. Principal Place of Business 2a. Mailing Address 3. Date Incorporated or Qualified
21 26 03/26/1991
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 27 Applied For
City & State 28 City & State Not Applicable
23 28 \$8.75 Additional
Zip Country 29 Zip Country Fee Required
24 25 30 \$5.00 May Be
Trust Fund Contribution Added to Fees

9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent
AFTOORA, PATRICIA J. 81 Name
500 WATER STREET 82 Street Address (P.O. Box Number is Not Acceptable)
14TH FLOOR 83
JACKSONVILLE FL 32202 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 BECK, S.D. 1.1 TITLE
NAME 1.2 NAME
STREET ADDRESS 301 WEST BAY ST 1.3 STREET ADDRESS
CITY-ST-ZIP JACKSONVILLE FL 1.4 CITY-ST-ZIP See attached list
TITLE DV 2.1 TITLE
NAME CROSBY, S. A. 2.2 NAME
STREET ADDRESS 301 WEST BAY STREET 2.3 STREET ADDRESS
CITY-ST-ZIP JACKSONVILLE FL 2.4 CITY-ST-ZIP
TITLE DVS 3.1 TITLE
NAME AFTOORA, P.J. 3.2 NAME
STREET ADDRESS 500 WATER STREET 3.3 STREET ADDRESS
CITY-ST-ZIP JACKSONVILLE FL 3.4 CITY-ST-ZIP
TITLE V 4.1 TITLE
NAME MCKINNEY, PETER B 4.2 NAME
STREET ADDRESS 635 BOCA BAY DR 4.3 STREET ADDRESS
CITY-ST-ZIP BOCA GRANDE FL 33921 4.4 CITY-ST-ZIP
TITLE 5.1 TITLE
NAME 5.2 NAME
STREET ADDRESS 5.3 STREET ADDRESS
CITY-ST-ZIP 5.4 CITY-ST-ZIP
TITLE 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. 3/22/99

SIGNATURE: Patricia J. Aftoora, Vice-President (904) 66-4242

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BOCA BAY PASS CLUB CORPORATION

Directors

<u>Name</u>	<u>Address</u>
P. J. Aftora	500 Water Street Jacksonville, FL 32202
G. Baker	463 Blue Teal Drive Boca Grande, FL 33921
S. D. Beck	301 West Bay Street Jacksonville, FL 32202
R. M. Hood	301 West Bay Street Jacksonville, FL 32202
W. Reynolds	130 Half Clove Court Boca Grande, FL 33921

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
S. D. Beck	President Jacksonville, FL 32216	301 West Bay Street Jacksonville, FL 32202
R. M. Hood	Vice-President	301 West Bay Street Jacksonville, FL 32202
P. J. Aftora	Vice-President and Corporate Secretary	500 Water St0reet Jacksonville, FL 32202
J. Winebrenner	General Manager	P.O. Box 1677 Boca Grande, FL 33921

Office of Vice-President and Corporate Secretary
Jacksonville, FL
December 31, 1998