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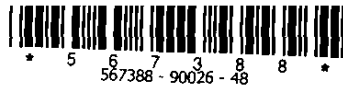
NONPROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N51212

1. Corporation Name
SHENANDOAH OWNERS ASSOCIATION, INC.



Principal Place of Business
 2017 NW 77 ST
 GAINESVILLE FL 32605
 US

Mailing Address
 P O BOX 7026
 GAINESVILLE FL 32605
 US

2. Principal Place of Business 21 7820 NW 20 Lane	2a. Mailing Address 26 P.O. Box	3. Date Incorporated or Qualified 10/05/1992
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-3147644
City & State 23 Gainesville, FL	City & State 28 Gainesville, FL	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24 32605	Country 25	6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees
Country 29	Country 30	

9. Name and Address of Current Registered Agent GEISER, EDWARD 2017 NW 77 ST GAINESVILLE FL 32605	10. Name and Address of New Registered Agent 81 Name Sam Goforth 82 Street Address (P.O. Box Number is Not Acceptable) 7820 NW 20th Lane 83 84 City Gainesville FL 85 Zip Code 32605
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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 *Sam Goforth* (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE P	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME GEISER, EDWARD		1.2 NAME	
STREET ADDRESS 2017 NW 77 ST		1.3 STREET ADDRESS	
CITY-ST-ZIP GAINESVILLE FL		1.4 CITY-ST-ZIP	
TITLE VP	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME THIEMA-HEFLIN, SUZI		2.2 NAME	President Thiema-Heflin, Suzi
STREET ADDRESS 2101 NW 77 ST		2.3 STREET ADDRESS	2101 NW 77 St
CITY-ST-ZIP GAINESVILLE FL		2.4 CITY-ST-ZIP	Gainesville, FL 32605
TITLE ST	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME GOFORTH, SAM		3.2 NAME	
STREET ADDRESS 7820 NW 20 LANE		3.3 STREET ADDRESS	
CITY-ST-ZIP GAINESVILLE FL		3.4 CITY-ST-ZIP	
TITLE D	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME SPLANE, PAM		4.2 NAME	Director Mitchell, Laurie
STREET ADDRESS 7832 NW 18TH LANE		4.3 STREET ADDRESS	
CITY-ST-ZIP GAINESVILLE FL 32605		4.4 CITY-ST-ZIP	Gainesville, FL 32605
TITLE D	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME MONTRICHARD, LLEWLLYN		5.2 NAME	
STREET ADDRESS 2121 NW 77 ST		5.3 STREET ADDRESS	
CITY-ST-ZIP GAINESVILLE FL 32605		5.4 CITY-ST-ZIP	
TITLE D	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME LEVY, GILBERT		6.2 NAME	
STREET ADDRESS 7719 NW 18 LANE		6.3 STREET ADDRESS	
CITY-ST-ZIP GAINESVILLE FL		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: *Sam Goforth* SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 DATE: **4-14-99** (352) 372 6943
 Daytime Phone #

CR2E037 (11/98)