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NONPROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N93000000905

1. Corporation Name

KELL ESTATES HOMEOWNERS ASSOCIATION, INC.

n/c 4/20/99

Principal Place of Business

Mailing Address

P O BOX 82025
 TAMPA, FL 33682 US

c/o THE KEY BANK OF FLORIDA
 P.O. DRAWER 151317
 TAMPA, FL 33684-1317

2. Principal Place of Business

2a. Mailing Address

21 P O BOX 82025

26 P O BOX 82025

3. Date Incorporated or Qualified

02/22/1993

22 Suite, Apt. #, etc.

27 Suite, Apt. #, etc.

4. FEI Number

59-3319318

Applied For

Not Applicable

23 City & State
 TAMPA, FL

28 City & State
 TAMPA, FL

5. Certificate of Status Desired

\$8.75 Additional Fee Required

24 Zip 33682

25 Country US

29 Zip 33682

30 Country US

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SPEAR, JO C ESQUIRE
 877 EXECUTIVE CENTER DR W
 GLADES BUILDING, SUITE 303
 ST. PETERSBURG, FL 33702 US

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.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DPS DELETE
 NAME CALDWELL, ROBERT W III
 STREET ADDRESS 1635 B ROYAL PALM DRIVE
 CITY-ST-ZIP GULFPORT, FL 33707

1.1 TITLE DPS Change Addition
 1.2 NAME CALDWELL, ROBERT W III
 1.3 STREET ADDRESS P O BOX 1971
 1.4 CITY-ST-ZIP BOCA GRANDE, FL 33921

TITLE DVT DELETE
 NAME KEARNEY, RAYMOND J JR
 STREET ADDRESS 1536 WATERWOOD DRIVE
 CITY-ST-ZIP LUTZ, FL 33549

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE D DELETE
 NAME STANTON, WILLIAM V
 STREET ADDRESS 3601 W. WATERS AVENUE
 CITY-ST-ZIP TAMPA, FL 33614

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

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

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

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

TITLE DELETE
 NAME
 STREET ADDRESS
 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:

Raymond J. Kearney

April 14, 1999

813-948-1493

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Raymond J. Kearney, Vice President

Date

Daytime Phone #