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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**



NONPROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N95000000650 (0)
1. Corporation Name
PEMBROKE FALLS HOMEOWNERS ASSOCIATION, INC.

Principal Place of Business: 123 N.W. 13TH ST. SUITE 300 BOCA RATON FL 33432
Mailing Address: 123 N.W. 13TH ST. SUITE 300 BOCA RATON FL 33432-1689

2. Principal Place of Business (21-23) / 2a. Mailing Address (24-26) / 2b. City & State (27-28) / 2c. Zip (29-30) / 2d. Country (25-26)

3. Date Incorporated or Qualified: 02/09/1995 / 3a. Date of Last Report: 04/24/1996
4. FEI Number: 65-0696334 / 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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
**BECKER & POLIAKOFF, P.A.
3111 STIRLING ROAD
FORT LAUDERDALE FL 33312**

10. Name and Address of New Registered Agent (81-85)

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	GARDINER, WILLIAM	
STREET ADDRESS	123 N.W. 13TH ST., SUITE 300	
CITY-ST-ZIP	BOCA RATON FL 33432	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	GAUDET, LYNN	
STREET ADDRESS	123 N.W. 13TH ST., SUITE 300	
CITY-ST-ZIP	BOCA RATON FL 33432	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	ENGELSTEIN, HARRY	
STREET ADDRESS	123 N.W. 13TH ST., SUITE 300	
CITY-ST-ZIP	BOCA RATON FL 33432	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME	7000002134207-031	
1.3 STREET ADDRESS	-04/04/97--01091--031	
1.4 CITY-ST-ZIP	****61.25 ****61.25	
2.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME	7000002134207-031	
3.3 STREET ADDRESS	-04/04/97--01104--001	
3.4 CITY-ST-ZIP	****218.75 *****8.75	
4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do 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 my appointment with an address.

SIGNATURE _____ DATE: **Harry Engelstein, Sec. -Trea, March 3/, 1997 (561) 391-4012**

CR2E037 (9/96)

Handwritten: 1048-97