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Apr 09 1998 8:00am  
Secretary of State

<b>NONPROFIT CORPORATION ANNUAL REPORT 1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N95000004468 (3)

1. Corporation Name

CARROLLWOOD BPW FOUNDATION, INC.

Principal Place of Business

Mailing Address

C/O ELAINE KAUFMAN  
18069 SAILFISH DR.  
LUTZ FL 33549

C/O ELAINE KAUFMAN  
18069 SAILFISH DR.  
LUTZ FL 33549

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

PINZEL, BONNIE J  
SCHIFINO & FLEISCHER, P.A.  
201 N. FRANKLIN ST., STE. 2700  
TAMPA FL 33602

81 Name

PINZEL, BONNIE J

82 Street Address (P.O. Box Number is Not Acceptable)

100 S. ASHLEY DRIVE

83

SUITE 1800

84 City

TAMPA

FL

85 Zip Code  
33601

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 PD  
NAME KAUFMAN, ELAINE  
STREET ADDRESS 18069 SAILFISH DRIVE  
CITY-ST-ZIP LUTZ FL 33549

1.1 TITLE PD  
1.2 NAME ~~RETHLE, SARAH~~  
1.3 STREET ADDRESS ~~5702 RAHLS RD~~  
1.4 CITY-ST-ZIP ~~TAMPA FL 33624~~

TITLE VD  
NAME SUTCLIFFE, KATHRYN  
STREET ADDRESS 11151 BRAMBLEBRUSH ST  
CITY-ST-ZIP TAMPA FL

2.1 TITLE ~~VD~~  
2.2 NAME ~~SUTCLIFFE, KATHRYN~~  
2.3 STREET ADDRESS ~~11151~~  
2.4 CITY-ST-ZIP

TITLE SD  
NAME STEEP, JOAN  
STREET ADDRESS 15908 ELLSWORTH DR  
CITY-ST-ZIP TAMPA FL

3.1 TITLE VD  
3.2 NAME JAMAI, DIANE  
3.3 STREET ADDRESS 11706 FOREST HILLS DRIVE  
3.4 CITY-ST-ZIP TAMPA FL 33612

TITLE TD  
NAME LIDSAY, SAMANTHA  
STREET ADDRESS 4512 GRAINERY AVE  
CITY-ST-ZIP TAMPA FL

4.1 TITLE SD/TD  
4.2 NAME PHILLIPS, MICHELE  
4.3 STREET ADDRESS 5503 PENTAIL CIRCLE  
4.4 CITY-ST-ZIP TAMPA FL 33625

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

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

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

6.1 TITLE  
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.

SIGNATURE:

*Elaine Kaufman* REQUIRED

4/2/98

813-969-1447

CR2E037 (10/97)