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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N96000003322

1. Corporation Name

ST. ANDREWS VERANDAS III ASSOCIATION, INC.

Principal Place of Business

C/O GULF COAST MANAGEMENT SERVICES
 10060 AMBERWOOD RD., STE. 3
 FT MYERS FL 33913
 US

Mailing Address

C/O GULF COAST MANAGEMENT SERVICES
 10060 AMBERWOOD RD. STE. 3
 FT MYERS FL 33913
 US



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 Zip 30 Country

3. Date Incorporated or Qualified

06/20/1996

4. FEI Number

65-0680732

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

9. Name and Address of Current Registered Agent

GELLES, ROBERT E
 C/O GULF COAST MANAGEMENT SERVICES
 10060 AMBERWOOD RD., STE. 3
 NAPLES FL 33913

10. Name and Address of New Registered Agent

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

TITLE DELETE
 NAME D PIERCE, ROBERT
 STREET ADDRESS ~~25991~~ CLARKSTON DR., #10102
 CITY-ST-ZIP BONITA SPRINGS FL

TITLE DELETE
 NAME D THORNTON, ROBERT
 STREET ADDRESS 731 WILLOWHEAD DRIVE
 CITY-ST-ZIP NAPLES FL

TITLE DELETE
 NAME D DOWNEY, EDWARD
 STREET ADDRESS ~~25991~~ CLARKSTON DR., #8202
 CITY-ST-ZIP BONITA SPRINGS FL

TITLE DELETE
 NAME D KRIVA, OTTO
 STREET ADDRESS ~~25951~~ CLARKSTON DR., #9204
 CITY-ST-ZIP BONTIA SPRINGS FL

TITLE DELETE
 NAME D ~~BUDZYNSKI, THOMAS~~
 STREET ADDRESS ~~25931~~ CLARKSTON DR., #10206
 CITY-ST-ZIP BONITA SPRINGS FL

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME DP
 1.3 STREET ADDRESS 26931
 1.4 CITY-ST-ZIP

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

3.1 TITLE DST
 3.2 NAME
 3.3 STREET ADDRESS 26991
 3.4 CITY-ST-ZIP Change Addition

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS 26961
 4.4 CITY-ST-ZIP

5.1 TITLE D Change Addition
 5.2 NAME Sergeant Ron
 5.3 STREET ADDRESS 26961 Clarkston Drive #9207
 5.4 CITY-ST-ZIP Bonita Springs, FL 34135

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:

Edward Downey
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

7-11-99
 Date

941-561-1600
 Daytime Phone #

CR2E037 (1/98)