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Apr 07, 1999 8:00 am
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04-07-1999 90046 002 ****61.25

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**NONPROFIT
CORPORATION
ANNUAL REPORT
1999**



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

DOCUMENT # N97000002676

1. Corporation Name

TEDI BEAR ADOPTIONS INC.

Principal Place of Business
259 NORTH ROSCOE BLVD.
PONTE VEDRA BEACH FL 32082

Mailing Address
226-5 SOLANA ROAD
SUITE 204
PONTE VEDRA BEACH FL 32082



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		05/12/1997	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-3448329	
24 Country		29 Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25		30		6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees	
26		31		Trust Fund Contribution <input type="checkbox"/>	

9. Name and Address of Current Registered Agent

**LEDDA, JAMES
MAIL MASTERS
226-5 SOLANA ROAD
PONTE VEDRA BEACH FL 32082**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	PD	<input checked="" type="checkbox"/> DELETE	
NAME	BOURLAND, TODD		
STREET ADDRESS	2708 POINSETTIA AVE		
CITY-ST-ZIP	MIDDLEBURG FL 32068		
TITLE	D	<input type="checkbox"/> DELETE	
NAME	HEDSTROM, TEDI M		
STREET ADDRESS	259 N ROSCOE BLVD		
CITY-ST-ZIP	PONTE VEDRA BCH FL 32082		
TITLE	D	<input checked="" type="checkbox"/> DELETE	
NAME	KENNEDY, GLORIA		
STREET ADDRESS	714 OLD HICKORY RD		
CITY-ST-ZIP	JACKSONVILLE FL 32207		
TITLE	President	<input type="checkbox"/> DELETE	
NAME	Mary Condit		
STREET ADDRESS	15 Tarpon Road East		
CITY-ST-ZIP	Port St		
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
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 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: *Jedda Ledda*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2ED37 1/1/98

Tedi Bear Adoptions Board of Directors
(As of 4/15/98)

N 97000002676
300108 90046 2

Name	Address	Phone	Date of Membership	Term
Mary Condit President	15 Tarpon Road East Ponte Vedra Beach, FL 32082	(904) 285-8018 (home) (904) 797-7156 (work)	11/98	1 year
Dr. Ron Carzoli Vice-President	148 Indian Hammock Lane Ponte Vedra Beach, FL 32082	(904) 273-5370 (home) (904) 818-9790 (beeper)	5/97	1 year
Randy Deen Treasurer	4560 Harbour Ct. Jacksonville, FL 32225-1079	(904) 642-4464	11/98	1 year
Lisa March Secretary	226-5 Solano Road, Suite 197 Ponte Vedra Beach, FL 32082	(904) 273-5247 (work)	11/98	1 year
Tedi M. Hedstrom Executive Director	259 N. Roscoe Blvd. Ponte Vedra Bch, FL 32082	(904) 280-0061 (work) (904) 273-9296 (home)	5/97	1 year
Vicki Brown Member at Large	1609 Seabreeze Avenue Jacksonville Beach, FL 32250	(904) 249-5995	11/98	1 year
Leon Pipho Member at Large	1316 Neptune Grove D.W. Neptune Beach, FL 32266	(904) 571-6999	5/97	1 year
Angie Cleary Member at Large	213 Pink Ibis Ct. Ponte Vedra Beach, FL 32082	(904) 285-5279	11/98	1 year
Paige Moore Member at Large	2201 East Road Jacksonville, FL 32216	(904) 724-7823	11/98	1 year
Trish McCrary Member at Large	2015 Visconti Drive Jacksonville, FL 32211	(904) 724-9052	11/98	1 year
Donnie Hedstrom Member at Large	259 N. Roscoe Blvd. Ponte Vedra Beach, FL 32082	(904) 273-9296	11/98	1 year