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0016907

NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N98000002008

1. Corporation Name

SAXON WOODS PROPERTY OWNERS ASSOCIATION, INC.

492272-90130-35

Principal Place of Business

200 SOUTH ORANGE AVENUE #2150
 ORLANDO FL 32801

Mailing Address

200 SOUTH ORANGE AVENUE #2150
 ORLANDO FL 32801



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

28 City & State

29 Zip 30 Country

3. Date Incorporated or Qualified

04/03/1998

4. FEI Number

65-0833201

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

GOLDMAN, JOEL K
C/O ATLANTIC GULF COMMUNITIES CORPORATION
2601 SOUTH BAYSHORE DRIVE, SUITE 900
MIAMI FL 33131

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 **VD** DELETE
 NAME **LIEBRECHT, THOMAS S**
 STREET ADDRESS **200 SOUTH ORANGE AVENUE #2150**
 CITY-ST-ZIP **ORLANDO FL 32801**

TITLE **PD** DELETE
 NAME **GILLETTE, J T III**
 STREET ADDRESS **200 SOUTH ORANGE AVENUE #2150**
 CITY-ST-ZIP **ORLANDO FL 32801**

TITLE **D** DELETE
 NAME **GOLDIN, AMY**
 STREET ADDRESS **2601 SOUTH BAYSHORE DRIVE**
 CITY-ST-ZIP **MIAMI FL 33133**

TITLE **T** DELETE
 NAME **COOK, PAULA**
 STREET ADDRESS **2601 SOUTH BAYSHORE DRIVE**
 CITY-ST-ZIP **MIAMI FL 33133**

TITLE **S** DELETE
 NAME **LAMLEIN, SUZANNE J**
 STREET ADDRESS **200 SOUTH ORANGE AVENUE #2150**
 CITY-ST-ZIP **ORLANDO FL 32801**

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE **D** Change Addition
 1.2 NAME **Liebrecht, Tom**
 1.3 STREET ADDRESS **200 S ORANGE AVE #2150**
 1.4 CITY-ST-ZIP **ORLANDO, FL 32801**

2.1 TITLE **VS** Change Addition
 2.2 NAME **Goldman, Joel K.**
 2.3 STREET ADDRESS **2601 S. Bayshore Drive**
 2.4 CITY-ST-ZIP **Miami FL 33133**

3.1 TITLE **V** Change Addition
 3.2 NAME **KAUFMANN, LARRY**
 3.3 STREET ADDRESS **200 SO ORANGE AVE - SUITE 2150**
 3.4 CITY-ST-ZIP **ORLANDO, FL 32801**

4.1 TITLE **VT** Change Addition
 4.2 NAME **Cook, Paula**
 4.3 STREET ADDRESS **2601 S. Bayshore Drive**
 4.4 CITY-ST-ZIP **Miami FL 33133**

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 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:

[Signature]

REQUIRED

3/19/99

305-859-4000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (1/98)