

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOCUMENT # **P34736** (9)

95 MAR -9 AM 8:30

1. Corporation Name
USAA PROPERTIES III, INC.

Principal Place of Business: **9000 FREDERICKSBURG RD., TAXES, D-2-E SAN ANTONIO TX 78298**
Mailing Address: **9000 FREDERICKSBURG RD., TAXES, D-2-E SAN ANTONIO TX 78298**

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 9800 FREDERICKSBURG RD		26 9800 FREDERICKSBURG RD		07/18/1991	04/08/1994
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22 F-3-E, TAXES		27 F-3-E, TAXES		74-2355708	Not Applicable
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 SAN ANTONIO, TX		28 SAN ANTONIO, TX		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip	Country	Zip	Country	8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24 78288-0115	25 USA	29 78288-0115	30 USA		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				B1	Name		
				B2	Street Address (P.O. Box Number is Not Acceptable)		
				B3			
				B4	City	FL	B5

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CDP	1.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KELLEY, EDWARD B	1.2 NAME	MEADOWS, JOHN G.
STREET ADDRESS	8000 ROBERT F McDERMOTT	1.3 STREET ADDRESS	8000 ROBERT F. McDERMOTT
CITY-ST-ZIP	SAN ANTONIO TX	1.4 CITY-ST-ZIP	SAN ANTONIO TX
TITLE	DVS	2.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SEEWALD, RANDAL R.	2.2 NAME	WALLACE, SUSAN T.
STREET ADDRESS	8000 ROBERT F. McDERMOTT	2.3 STREET ADDRESS	8000 ROBERT McDERMOTT
CITY-ST-ZIP	SAN ANTONIO TX	2.4 CITY-ST-ZIP	SAN ANTONIO TX
TITLE	ROSALES, DAVID A	3.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	8000 ROBERT F McDERMOTT	3.2 NAME	KING, STEPHEN, S.
STREET ADDRESS	SAN ANTONIO TX	3.3 STREET ADDRESS	8000 ROBERT McDERMOTT
CITY-ST-ZIP	SAN ANTONIO TX	3.4 CITY-ST-ZIP	SAN ANTONIO TX
TITLE	DCVT	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUNCAN, T. PATRICK	4.2 NAME	
STREET ADDRESS	8000 ROBERT F McDERMOTT	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WAYNE, PEACOCK S.	5.2 NAME	
STREET ADDRESS	8000 ROBERT F. McDERMOTT	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORRISON, LYNETTE K.	6.2 NAME	
STREET ADDRESS	8000 ROBERT F McDERMOTT	6.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in Block 13 if added, with an address.

SIGNATURE: *Ln T. Patrick Duncan* **2/21/95** (210) 498-7541
SIGNATURE AND TYPED OR PRINTED NAME OF OFFICER OR DIRECTOR
T. PATRICK DUNCAN, SVP REAL ESTATE OPERATIONS/TREASURER