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 Feb 19 1998 8:00am  
 Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # 729107 (3)  
 1. Corporation Name  
 SAND CLIFFS OWNERS ASSOCIATION, INC.



Principal Place of Business: 9064 E COUNTY HWY 30-A PANAMA CITY FL 32413 US  
 Mailing Address: 9064 E COUNTY HWY 30-A PANAMA CITY FL 32413 US

3. Date Incorporated or Qualified: 03/20/1974  
 4. FEI Number: 59-1546818  
 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  
 7. Is this nonprofit corporation a homeowners association?  Yes  No  
 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.  Yes  No

2. Principal Place of Business (21-24) and Mailing Address (2a-2d) details including Suite, Apt. #, etc., City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: MICKLE, LINDA, 9064 E COUNTY HWY 30-A, PANAMA CITY FL 32413

10. Name and Address of New Registered Agent: MARGARET JOHNSON, 9064 E County Hwy 30-A, Panama City Beach, FL 32413

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: Margaret Johnson (NOTE: Registered Agent signature required when reinstating) DATE:

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: P	NAME: DUNCAN, JERRY STREET ADDRESS: 1800 INDIAN CREEK CIRCLE CITY-ST-ZIP: BIRMINGHAM AL	1.1 TITLE: S	1.2 NAME: McCormack, BEE 1.3 STREET ADDRESS: 1304 DAWSON ROAD 1.4 CITY-ST-ZIP: ANDALY GA. 31707
TITLE: DP	NAME: DOVE, JOHN STREET ADDRESS: 59 FOXCHASE DRIVE CITY-ST-ZIP: DOTHAN AL	2.1 TITLE: D	2.2 NAME: Byers, JR. DAVID 2.3 STREET ADDRESS: 2929 RIVERWOOD LANE 2.4 CITY-ST-ZIP: BIRMINGHAM AL 35243
TITLE: D	NAME: SMITH, MARCUS STREET ADDRESS: 305 LINCOLN ST CITY-ST-ZIP: FAIRHOPE AL	3.1 TITLE:	3.2 NAME:
TITLE: D	NAME: HARDIGREE, RANDY STREET ADDRESS: 1619 ASHWOOD LANE CITY-ST-ZIP: BIRMINGHAM AL	4.1 TITLE:	4.2 NAME:
TITLE: T	NAME: WHITE, CYNTHIA STREET ADDRESS: 167 N MAIN STREET CITY-ST-ZIP: MENDENHALL MS	5.1 TITLE:	5.2 NAME:
TITLE: D	NAME: JOHNSON, MARGARET STREET ADDRESS: RT 1 BOX 72 CITY-ST-ZIP: QUINCY FL	6.1 TITLE:	6.2 NAME:

3.3 STREET ADDRESS:	3.4 CITY-ST-ZIP:	Change:	Addition:
4.3 STREET ADDRESS:	4.4 CITY-ST-ZIP:	Change:	Addition:
5.3 STREET ADDRESS:	5.4 CITY-ST-ZIP:	Change:	Addition:
6.3 STREET ADDRESS:	6.4 CITY-ST-ZIP:	Change:	Addition:

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: [Signature]

CR2E037 (10/97)