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FILED
Jan 21, 1999 8:00am
Secretary of State

NONPROFIT CORPORATION
 ANNUAL REPORT
1999



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

01-21-1999 90006 042 *****61.25

DOCUMENT # N31864

1. Corporation Name

OAK BLUFFS HOMEOWNERS' ASSOCIATION, INC.

Principal Place of Business

% FRANK D. UPCHURCH, III
 780 N. PONCE DE LEON BLVD
 ST. AUGUSTINE FL 32084

Mailing Address

% FRANK D. UPCHURCH, III
 P. O. DRAWER 3007
 ST. AUGUSTINE FL 32085
 US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		04/21/1989	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
				59-2947005	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>	
				\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing <input type="checkbox"/>	
				Trust Fund Contribution <input type="checkbox"/>	
24. Country		29. Country		\$5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
UPCHURCH, FRANK D., III 780 N. PONCE DE LEON BLVD ST AUGUSTINE FL 32084				81 Name			
				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	T <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIMARE, FRANK	1.2 NAME	
STREET ADDRESS	3545 U.S. 1 SOUTH	1.3 STREET ADDRESS	
CITY-ST-ZIP	ST. AUGUSTINE FL	1.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARNOLD, MIKE	2.2 NAME	
STREET ADDRESS	4172 CREEKBLUFF DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST AUGUSTINE FL	2.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WADSWORTH, LEWIS E., III	3.2 NAME	
STREET ADDRESS	411 WOODBLUFF TERR	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST AUGUSTINE FL	3.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	UPCHURCH, FRANK D., III	4.2 NAME	
STREET ADDRESS	4148 CREEKBLUFF DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	ST. AUGUSTINE FL	4.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCARTY, A. OBIE	5.2 NAME	
STREET ADDRESS	4112 CREEKBLUFF DR	5.3 STREET ADDRESS	
CITY-ST-ZIP	ST AUGUSTINE FL	5.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHRADER, JOHN G.	6.2 NAME	
STREET ADDRESS	4135 CREEKBLUFF DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	ST AUGUSTINE FL	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)(l), 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 _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date: 1/5/99 Daytime Phone #: 804 829 9066

CR2E037 (1/98)