

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**May 15 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000003317 (4)
 1. Corporation Name
SECURITY CAPITAL ATLANTIC MULTIFAMILY INCORPORATED



Principal Place of Business 125 LINCOLN AVE. SANTA FE NM 87501	Mailing Address 7777 MARKET CENTER AVE. EL PASO TE 79912-0411 US
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2. Principal Place of Business 21 Six Piedmont Center Suite, Apt. #, etc. 22 Suite 600 City & State 23 Atlanta, GA Zip 24 30305	2a. Mailing Address 26 7777 Market Center Avenue Suite, Apt. #, etc. 27 City & State 28 El Paso, TX Zip 29 79912	3. Date Incorporated or Qualified 06/23/1994	3a. Date of Last Report 04/24/1996	4. FEI Number 74-2709914	Applied For <input type="checkbox"/> Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required		
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees		
		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent THE PRENTICE HALL CORPORATION SYSTEM, INC. 1201 HAYS ST. SUITE 105 TALLAHASSEE FL 32301	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
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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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE DC	<input type="checkbox"/> DELETE POTTS, JAMES C	1.1 TITLE D / C	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME POTTS, JAMES C		1.2 NAME Potts, James C.	
STREET ADDRESS SIX PIDEMONT CENTER, SUITE 600		1.3 STREET ADDRESS Six Piedmont Center, Suite 600	
CITY- ST- ZIP ATLANTA GA		1.4 CITY- ST- ZIP Atlanta, GA 30305	
TITLE V	<input type="checkbox"/> DELETE BARROWS, RAYMOND D	2.1 TITLE V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BARROWS, RAYMOND D		2.2 NAME Barrows, Raymond D.	
STREET ADDRESS SIX PIDEMONT CENTER, SUITE 600		2.3 STREET ADDRESS Six Piedmont Center, Suite 600	
CITY- ST- ZIP ATLANTA GA		2.4 CITY- ST- ZIP Atlanta, GA 30305	
TITLE D	<input type="checkbox"/> DELETE HOLMES, NED S	3.1 TITLE D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME HOLMES, NED S		3.2 NAME Holmes, Ned S.	
STREET ADDRESS 55 WAUGH DR SUITE 1111		3.3 STREET ADDRESS 55 Waugh Drive, Suite 1111	
CITY- ST- ZIP HOUSTON TX		3.4 CITY- ST- ZIP Houston, TX 77007	
TITLE D	<input checked="" type="checkbox"/> DELETE MANNO, ANTHONY R	4.1 TITLE D / C	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME MANNO, ANTHONY R		4.2 NAME Moore, Constance B.	
STREET ADDRESS 11 S LASALLE ST, 2ND FLOOR		4.3 STREET ADDRESS Six Piedmont Center, Suite 600	
CITY- ST- ZIP CHICAGO IL		4.4 CITY- ST- ZIP Atlanta, GA 30305	
TITLE 	<input type="checkbox"/> DELETE	5.1 TITLE Senior V.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME 		5.2 NAME Freeman, J. Lindsay	
STREET ADDRESS 		5.3 STREET ADDRESS Six Piedmont Center, Suite 600	
CITY- ST- ZIP 		5.4 CITY- ST- ZIP Atlanta, GA 30305	
TITLE 	<input type="checkbox"/> DELETE	6.1 TITLE Senior V.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME 		6.2 NAME Miller, Bradley C.	
STREET ADDRESS 		6.3 STREET ADDRESS Six Piedmont Center, Suite 600	
CITY- ST- ZIP 		6.4 CITY- ST- ZIP Atlanta, GA 30305	

14. I do 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE: _____ DATE: **5/15/97** DAYTIME PHONE #: **955-912-1252**

CR2E034 (9/96)

Security Capital Atlantic Multifamily Incorporated
Florida Annual Report
Additional List of Officers

Doc. #: F94000003317 (4)
FEIN: 74-2709914

<u>Title</u>	<u>Name</u>	<u>Address</u>
V	Brown, Neil T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Hartman, W. Scott	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V / T	Kell, William	7777 Market Center Avenue El Paso, TX 79912
V	Megrue, Jeffrey G.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Schumacher, Ann L.	7777 Market Center Avenue El Paso, TX 79912
V	Snider, Douglas L.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Barrows, Raymond D.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
S / Senior V	Klopf, Jeffrey A.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant S	Marker, Lucinda G.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant S	Wainwright, Candice T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
Assistant T	Morgan Jr., Gerald R.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant T	Cyr, Jayson C.	7777 Market Center Avenue El Paso, TX 79912