


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

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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90047 033 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000003621

1. Corporation Name
ARCHSTONE COMMUNITIES INCORPORATED

Principal Place of Business 125 LINCOLN AVENUE SANTA FE NM 87501	Mailing Address 125 LINCOLN AVENUE SANTA FE NM 87501
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 7670 S. Chester Street Suite, Apt. #, etc. 22 Suite 100 City & State 23 Englewood, CO Zip Country 24 80112 25 USA	2a. Mailing Address 26 C/O Archstone Tax Dept. Suite, Apt. #, etc. 27 7777 Market Center Avenue City & State 28 El Paso, TX Zip Country 29 79912 30 USA
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3. Date Incorporated or Qualified 06/25/1998	4. FEI Number 74-2820975	Applied For 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	
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525

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 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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SELLARS, R. S	
STREET ADDRESS	7670 S. CHESTER ST., STE. 100	
CITY-ST-ZIP	ENGLEWOOD CO 80112	
TITLE	MDD	<input type="checkbox"/> DELETE
NAME	WHELAN, PATRICK R	
STREET ADDRESS	7670 S. CHESTER ST., STE. 100	
CITY-ST-ZIP	ENGLEWOOD CO 80112	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	PORTER, PAMELA D	
STREET ADDRESS	7670 S. CHESTER ST., STE. 100	
CITY-ST-ZIP	ENGLEWOOD CO 80112	
TITLE	SVS	<input type="checkbox"/> DELETE
NAME	KLOPF, JEFFREY A	
STREET ADDRESS	125 LINCOLN AVE.	
CITY-ST-ZIP	SANTA FE NM 87501	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	MARKER, LUCINDA G	
STREET ADDRESS	125 LINCOLN AVE.	
CITY-ST-ZIP	SANTA FE NM 87501	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MOORE, CONSTANCE B	
STREET ADDRESS	SIX PIEDMONT CENTER STE. 600	
CITY-ST-ZIP	ATLANTA GA 30305	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	C/D/CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Seller, R. Scot	
1.3 STREET ADDRESS	7670 S. Chester Street, Suite 100	
1.4 CITY-ST-ZIP	Englewood, CO 80112	
2.1 TITLE	P/COO/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Whelan, Patrick R.	
2.3 STREET ADDRESS	7670 S. Chester Street, Suite 100	
2.4 CITY-ST-ZIP	Englewood, CO 80112	
3.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Porter, Pamela D.	
3.3 STREET ADDRESS	1200 Harger, Suite 310	
3.4 CITY-ST-ZIP	Oak Brook, IL 60523	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	D/SVP/AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Mueller Jr., Charles E.	
6.3 STREET ADDRESS	7670 S. Chester Street, Suite 100	
6.4 CITY-ST-ZIP	Englewood, CO 80112	

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 607, 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: W. J. [Signature] 4/27/99 915/877-1773
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

Archstone Communities Incorporated
Florida Profit Corporation Annual Report
List of Directors and Officers:

545665-90047-33
FC 1800000322 Doc #: F98000003621
FEIN: 74-2820975

<u>Titles</u>	<u>Name</u>	<u>Address</u>
M	Banks, Richard A.	217 Technology Drive, Suite 210 Irvine, CA 92618
M	Freeman, J. Lindsay	Six Piedmont Center, Suite 600 Atlanta, GA 30305
M	Jacobson, Jay S.	8801 Wall Street, Suite 800 Austin, TX 78754
SV	Brown, Neil T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Campbell, Richard O.	Oakbrook North Office Building 1200 Harger, Suite 310 Oak Brook, IL 60523
SV	Dickason, Richard W.	330-112th Avenue NE, Suite 201 Bellevue, WA 98004
SV	Dominguez, Joseph J.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Hamilton, Dana K.	7670 S. Chester Street, Suite 100 Englewood, CO 80112
SV	Henry, Nelson L.	217 Technology Drive, Suite 210 Irvine, CA 92618
SV	Jordano III, John J.	217 Technology Drive, Suite 210 Irvine, CA 92618
SV/T	Kell, William	7777 Market Center Avenue El Paso, TX 79912
SV	Lester, Mary Caperton	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Lopez, Toni L.	8801 Wall Street, Suite 800 Austin, TX 78754
SV	Monroe, Scott V.	217 Technology Drive, Suite 210 Irvine, CA 92618
SV	Nolan, Christopher T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Ogden, Daniel W.	4575 E. Elwood St., Suite 100 Phoenix, AZ 85040
SV	Quinn, Jerry D.	2100 RiverEdge Parkway, 9th Floor Atlanta, GA 30328
SV	Rand, Glenn T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Truitt, Gary L.	7670 S. Chester Street, Suite 100 Englewood, CO 80112

Archstone Communities Incorporated
Florida Profit Corporation Annual Report
List of Directors and Officers:

545665 - 9004103
F9800003621 Doc #: F9800003621
FEIN: 74-2820975

<u>Titles</u>	<u>Name</u>	<u>Address</u>
V	Anderson, Frank R.	330-112th Avenue NE, Suite 201 Bellevue, WA 98004
V	Atwood, Ash K.	7777 Market Center Avenue El Paso, TX 79912
V	Baad, Scott W.	2692 Coral Landings Blvd. Palm Harbor, FL 34684
V	Bain, G. William	4281 Norwalk Drive # W 110 San Jose, CA 95129
V/AS	Berman, Michael R.	7670 S. Chester Street, Suite 100 Englewood, CO 80112
V	Bunis, Henry J.	330-112th Avenue NE, Suite 201 Bellevue, WA 98004
V	Dominak, Stephen C.	217 Technology Drive, Suite 210 Irvine, CA 92618
V	Epps, Jan H.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Francis, Nadine M.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Garlock, Thomas G.	217 Technology Drive, Suite 210 Irvine, CA 92618
V	Gleichauf, Richard L.	7777 Market Center Avenue El Paso, TX 79912
V	Grimm, Peter M.	8801 Wall Street, Suite 800 Austin, TX 78754
V	Harness, Christopher C.	8801 Wall Street, Suite 800 Austin, TX 78754
V	Hampton, Kevin M.	7670 S. Chester Street, Suite 100 Englewood, CO 80112
V	Jacobsen, Rick D.	7777 Market Center Avenue El Paso, TX 79912
V	Keating-Hanafan, Kathleen A.	7670 S. Chester Street, Suite 100 Englewood, CO 80112
V	Kelly, George E.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	King, Mona D.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Klaess, Thomas J.	7670 S. Chester Street, Suite 100 Englewood, CO 80112

Archstone Communities Incorporated
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List of Directors and Officers:

545665 - 400411-33
F98000003621 Doc #: F98000003621
FEIN: 74-2820975

<u>Titles</u>	<u>Name</u>	<u>Address</u>
V	Kuring, Deirdre A.	330-11th Avenue N.E., Suite 201 Bellevue, WA 98004
V	Lozinak, Gregory J.	8801 Wall Street, Suite 800 Austin, TX 78754
V	Luedtke, John W.	217 Technology Drive, Suite 210 Irvine, CA 92618
V	McMoran, Laurie	3432 South 119 East Avenue Tulsa, OK 74146
V	Reynolds, Clarence A.	4575 E. Elwood St., Suite 100 Phoenix, AZ 85040
V	Riley, Harold D.	7777 Market Center Avenue El Paso, TX 79912
V	Rogers, Mary H.	4575 E. Elwood St., Suite 100 Phoenix, AZ 85040
V	Root, James C.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Scott, Lawrence A.	217 Technology Drive, Suite 210 Irvine, CA 92618
V	Smith, W. Robert	8801 Wall Street, Suite 800 Austin, TX 78754
V	Snider, L. Douglas	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Sonke, David	217 Technology Drive, Suite 210 Irvine, CA 92618
V	Soza, Henry W.	7777 Market Center Avenue El Paso, TX 79912
V	Steinberg, Fredda C.	201 South Heights Blvd. #1918 Houston, TX 77007
V	Taggarsari, Shyam R.	22320 Foothill Blvd., Suite 220 Hayward, CA 94541
V	Vasquez, Louis A.	22320 Foothill Blvd., Suite 220 Hayward, CA 94541
V/AS	Wainwright, Candice T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Wallenstrom, Jon C.	6631-A. Old Dominion Drive, Suite 201 McLean, VA 22101
V	Wright, K. Douglas	217 Technology Drive, Suite 210 Irvine, CA 92618

Archstone Communities Incorporated
Florida Profit Corporation Annual Report
List of Directors and Officers:

5456003-40047-03
F08000003621 Doc #: F98000003621
FEIN: 74-2820975

<u>Titles</u>	<u>Name</u>	<u>Address</u>
AS	Pearson, Mark W.	125 Lincoln Avenue Santa Fe, NM 87501
AS	Bray, Janet B.	22320 Foothill Blvd., Suite 220 Hayward, CA 94541
AS/Designated Broker for Washington State	Rivers, Walter E.	14748 S.W. Scholl's Ferry Road #718 Beaverton, OR 97007
AS/Designated Broker for Texas	Stanley, Larry J.	7670 S. Chester Street, Suite 100 Englewood, CO 80112