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Jan 24 1997 8:00am  
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # N93000005558 (2)

1. Corporation Name  
HEALTHYWAYS, INC.



Principal Place of Business Mailing Address  
555 NORTH JEFFERSON STREET  
MONTICELLO FL 32344 555 NORTH JEFFERSON STREET  
MONTICELLO FL 32344-2060

3. Date Incorporated or Qualified 12/10/1993 3a. Date of Last Report 04/04/1996

2. Principal Place of Business 2a. Mailing Address 4. FEI Number 59-1143105 Applied For Not Applicable  
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.  
22 City & State 27 City & State  
23 Zip Country 28 Zip Country  
24 25 29 30

5. Certificate of Status Desired \$8.75 Additional Fee Required  
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees  
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent MILLER, GEORGE W  
240 WEST WASHINGTON STREET  
MONTICELLO FL 32344  
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 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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

Table with 2 main columns: OFFICERS AND DIRECTORS (12) and ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (13). Rows include names and addresses for Demott, Guppy, Wright, and Crocker.

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

SIGNATURE: [Handwritten Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (9/96)