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May 18 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 # N97000001300 (9)
1. Corporation Name

WESTMINSTER RETIREMENT COMMUNITIES, INC.



Principal Place of Business

Mailing Address

50-W LUCERNE CIRCLE
ORLANDO FL 32801

50-W LUCERNE CIRCLE
ORLANDO FL 32801

3. Date Incorporated or Qualified

03/07/1997

4. FEI Number

Pending

Applied For

Not Applicable

2. Principal Place of Business

2a. Mailing Address

21 80 West Lucerne Circle

26 80 West Lucerne Circle

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

N/A

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

KEITH, HENRY T
50 W LUCERNE CIRCLE
ORLANDO FL 32801

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)
80 West Lucerne Circle

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

Henry T. Keith, CFO, Treasurer

(NOTE: Registered Agent signature required when reinstating)

4-15-98

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D DELETE
NAME KEITH, HENRY T
STREET ADDRESS 50-W LUCERNE CIRCLE
CITY-ST-ZIP ORLANDO FL 32801

1.1 TITLE T Change Addition
1.2 NAME
1.3 STREET ADDRESS 80 West Lucerne Circle
1.4 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

2.1 TITLE CD Change Addition
2.2 NAME J. Shepard Bryan
2.3 STREET ADDRESS 1651 Beach Avenue
2.4 CITY-ST-ZIP Atlantic Beach, FL 32233

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE PD Change Addition
3.2 NAME William W. Gay
3.3 STREET ADDRESS 524 Stockton Street
3.4 CITY-ST-ZIP Jacksonville, FL 32204

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE D VC Change Addition
4.2 NAME William E. Middlebrooks
4.3 STREET ADDRESS 7707 20th Avenue NW
4.4 CITY-ST-ZIP Bradenton, FL 34209

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE VP Change Addition
5.2 NAME James F. Emerson
5.3 STREET ADDRESS 80 West Lucerne Circle
5.4 CITY-ST-ZIP Orlando, FL 32801

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE AS Change Addition
6.2 NAME Donna M. Smaage
6.3 STREET ADDRESS 80 West Lucerne Circle
6.4 CITY-ST-ZIP Orlando, FL 32801

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:

Donna M. Smaage
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Donna M. Smaage

4/16/98
Date

407-939-5050
Daytime Phone #

0015824

CR2E037 (10/97)