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**May 01 1998 8:00am
Secretary of State**

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P06764 (5)
1. Corporation Name
THE ENTERPRISE FOUNDATION, INC.



Principal Place of Business 10227 WINCOPIN CIR S500 COLUMBIA MD 21044 US	Mailing Address 10227 WINCOPIN CIR S500 COLUMBIA MD 21044 US
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3. Date Incorporated or Qualified 07/17/1985	Applied For Not Applicable
4. FEI Number 52-1231931	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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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. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <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 STREET
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

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	AS	<input type="checkbox"/> DELETE
NAME	THOMAS, FAITH E.	
STREET ADDRESS	10227 WINCOPIN CIR., STE. 500	
CITY-ST-ZIP	COLUMBIA MD	
TITLE	T	<input type="checkbox"/> DELETE
NAME	ALBRIGHT, HARRY W., JR.	
STREET ADDRESS	ONE ROCKEFELLER PLAZA, STE. 1002	
CITY-ST-ZIP	NEW YORK NY 10020	
TITLE	T	<input type="checkbox"/> DELETE
NAME	HESSE, RICHARD	
STREET ADDRESS	10227 WINCOPIN CIR S500	
CITY-ST-ZIP	COLUMBIA MD	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BESSANT, CATHERINE P.	
STREET ADDRESS	730 15TH ST. NW., 8TH FLOOR	
CITY-ST-ZIP	WASHINGTON DC 20005	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	ROUSE, PATRICIA T	
STREET ADDRESS	10227 WINCOPIN CIR S500	
CITY-ST-ZIP	COLUMBIA MD	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	BARTON, HARVEY F.	
STREET ADDRESS	10227 WINCOPIN CIR S500	
CITY-ST-ZIP	COLUMBIA MD	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	D
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Treasurer, CFO (T)
3.3 STREET ADDRESS	Bruce S. Hoffberger
3.4 CITY-ST-ZIP	10227 Wincopin Circle, Ste. 500 Columbia, MD 21044
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	D
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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)(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 attachment with an address.

SIGNATURE: *Harvey F. Barton* **Harvey F. Barton** April 23, 1998 (410) 964-1230

CR2E037 (10/97)

**THE ENTERPRISE FOUNDATION
10227 Wincopin Circle, Suite 500
Columbia, MD 21044***

OFFICERS:

**Chairman of the Board
and Chief Executive Officer. F. Barton Harvey III**

**President
and Chief Operating Officer Reynard Ramsey**

Vice President and Secretary. Patricia T. Rouse

**Vice President Kristen E. Siglin
415 2nd Street, NE, 2nd fl., Washington, D.C.**

**Vice President William Frey
888 Seventh Avenue, Suite 603, NY, NY**

Vice President, Housing Services Bennett Hecht

Treasurer and Chief Financial Officer. Bruce Hoffberger

*** All of the above Officers at this address unless otherwise noted.**

NOTE: Annual elections of the Officers and the Board of Trustees are held in April.

6/10/97

**BOARD OF TRUSTEES
THE ENTERPRISE FOUNDATION**

Harry W. Albright, Jr.
Chairman Emeritus of the
Dime Savings Bank, FSB
Suite 1002
One Rockefeller Plaza
New York, NY 10020
212/332-2620 (O)
212/332-2624 (Fax)
Spouse: Joan
Assistant: Barbara Greer, 212/332-2616

Susan G. Baker
500 Little John Lane
Houston, TX 77024
713/686-9937 (H)
713/686-9938 (Fax) *Call first*
Spouse: James

Catherine P. Bessant
Senior Vice President
NationsBank
730 15th Street, NW
8th Floor
Washington, DC 20005
202/624-1018 (O)
202/737-1847 (Fax)
Spouse: John Clay
Assistant: Jennifer Prior

John P. Boorn
Principal
Madison Marquette Realty Services
7 West Seventh Street
Suite 1600
Cincinnati, OH 45202-2424
513/579-7444 (O)
513/579-7259 (Fax)
Spouse: Mary Ann
Assistant: Judy Matzet

Paul C. Brophy
Principal
Paul C. Brophy & Associates
10480 Little Patuxent Parkway, Suite 400
Columbia, MD 21044-3502
410/740-8745 (O)
410/750-2894 (Fax)
Spouse: Mary Reilly
Assistant: Elaline Skidmore

Raoul L. Carroll
Chairman
Christalex Partners, Inc.
1420 N Street, NW
Suite LL-10
Washington, DC 20005
202/387-1994 (O)
202/387-1997 (Fax)
Spouse: Elizabeth
Assistant: Karila Harris
or
c/o WINCOM Corporation
1875 Century Park East
Suite 200
Los Angeles, CA 90067
Assistant: Deserie Davenport, 310/557-1875

Raymond G. Chambers
Chairman
Amelior Foundation
310 South Street
Morristown, NJ 07960
201/540-9148 (O)
201/540-0958 (Fax)
Spouse: Patricia
Assistant: Finette McCotter

Jill K. Conway
65 Commonwealth Avenue
Boston, MA 02116
617/262-4505 (H)
617/262-4614 (Fax)
Assistant: Debbie Federico

Andrew Heiskell
Time & Life Building
1271 Avenue of the Americas
Room 4345
New York, NY 10020
212/522-3495 (O)
212/522-0247 (Fax)
Spouse: Marian
Assistant: Barbara Widmayer

Robert A. Iger
President
ABC, Inc.
77 West 66th Street
New York, NY 10023-6298
212/456-6400 (O)
212/456-4866 (Fax)
Spouse: Willow Bay
Assistants: Janie Giacomi &
Connie Witt

James A. Johnson
Chairman and CEO
Fannie Mae
3900 Wisconsin Avenue, NW
Washington, DC 20016
202/752-6790 (O)
202/752-5980 or 202/752-6013 (Fax)
Spouse: Maxine Isaacs
Assistants: Jeanne Meister &
Cherry Billings

Judith E. Jones
Clinical Professor
Columbia School of Public Health
60 Haven Avenue, Apt. 1-D
New York, NY 10032
212/304-6415 (O)
212/304-6420 (Fax)
Spouse: Madison
Assistant: Susan Earley, 212/304-6418

Jing Lyman
101 Alma Street, 107-8
Palo Alto, CA 94301
415/321-3503 (H)
415/321-7663 (Fax)
Spouse: Dick

Charles McC. Mathias
President & Chairman of the Board
First American Bankshares, Inc.
Metropolitan Square
Suite 700
1450 G Street, NW
Washington, DC 20005-2088
202/879-7669 (O)
202/737-2832 (Fax)
Spouse: Ann
Assistant: Donna Lee Kennon

David O. Maxwell
5335 Wisconsin Avenue, NW
Suite 440
Washington, DC 20015-2003
202/686-2882 (O)
202/686-2621 (Fax)
Spouse: Joan
Assistant: Faith Collins

Raymond J. McGuire
Managing Director
Merrill Lynch & Co., Inc.
250 Vesey Street, 30th Floor
New York, NY 10281
212/449-9334 (O)
212/449-3307 (Fax)
Assistant: Adriene Baldo

Robert S. McNamara
1350 I Street, NW
Suite 500
Washington, DC 20005-3305
202/682-3132 (O)
202/682-3130 (Fax)
Assistant: Jackie Proctor

Kweisi Mfume
President & CEO
NAACP
4805 Mt. Hope Drive
Baltimore, MD 21215-3297
410/486-9100 (O)
410/486-9255 (Fax)
Assistant: Kristen Radden, 410/486-9104

Raul Yzaguirre
President and CEO
National Council of La Raza
1111 19th Street, NW
Suite 1000
Washington, DC 20036
202/785-1670 (O)
202/785-0851 (Fax)
Spouse: Audrey
Assistant: Uganda George, 202/776-1781

Barry Zigas
Executive Director
National Housing Impact
Fannie Mae
3939 Wisconsin Avenue, NW
Washington, DC 20016-2899
202/752-4320 (O)
202/752-4238/4230 (Fax)
Spouse: Jodie Levin-Epstein
Assistant: Regina Robinson, 202/752-5558

Reverend N. Gordon Cosby
The Church of the Saviour
2025 Massachusetts Avenue, NW
Washington, DC 20036
202/387-1617 (O)
202/328-7483 (Fax)
Spouse: Mary
Assistant: Wendy Smith-McCarroll

Dorothy Cullman
555 Park Avenue
New York, NY 10021
212/832-4655 (H)
Spouse: Lewis
Assistant: Stan Rubenstein
212/297-6108 (O)
212/986-1952 (Fax)

Cushing N. Dolbeare
Consultant on Housing &
Public Policy
215 Eighth Street, NE
Washington, DC 20002-6105
202/544-5505 (O)
202/547-2918 (H)
202/544-5887 (Fax)
Spouse: Louis

Martin Fine
Partner
Holland & Knight
701 Brickell Avenue, Suite 3000
Miami, FL 33131-3209
or
P.O. Box 015441
Miami, FL 33101
305/789-7710 (O)
305/789-7799 (Fax)
Spouse: Pat
Assistant: Michelle Baserva, 305/789-7424

Samuel Gary
Chairman of the Board
The Gary Williams Company
Republic Plaza
370 17th Street, Suite 5300
Denver, CO 80202
303/628-3800 (O)
303/628-3834 (Fax)
Spouse: Nancy
Assistant: Barbara Day

W.H. Krome George
Former Chairman and CEO
Aluminum Company of America
425 6th Avenue, 29th Floor
Pittsburgh, PA 15219-1850
412/553-3363 (O)
412/553-4799 (Fax)
Spouse: Jean
Assistant: Jan Kaminski, 412/553-3368

Summer Address:
103 Wapoos Trail
Morris Island
Chatham, MA 02633
508/945-3072

Ronald Grzywinski
Chairman
Shorebank Corporation
7054 South Jeffrey Boulevard
Chicago, IL 60649
773/288-2650 (O)
773/493-6609 (Fax)
Spouse: Audrey
Assistant: Carolyn Heath, 773/753-5860

F. Barton Harvey III
Chairman and CEO
The Enterprise Foundation
10227 Wincopin Circle
American City Building, Suite 500
Columbia, MD 21044-3400
410/772-2477 (O)
410/772-2700 (Fax)
Spouse: Janet Marie Smith
Assistants: Janet Bell, 410/772-2498
Mary Jo Cress, 410/772-2719

Edward L. Quinn
Senior Vice President
The Enterprise Foundation
10227 Wincopin Circle
American City Building, Suite 500
Columbia, MD 21044-3400
410/772-2418 (O)
410/964-1918 (Fax)
Spouse: Kathy
Assistant: Kathleen, Rzemien, 410/772-2463

Albert B. Ratner
Co-Chairman of the Board
Forest City Enterprises, Inc.
10800 Brookpark Road
Cleveland, OH 44130-1199
216/362-2600 (O)
216/267-3925 (Fax)
Spouse: Audrey
Assistant: Rhoda Katzel

Henry S. Reuss
34 Cove Road
Belvedere, CA 94920
415/789-8816 (H)
Spouse: Margie

Michael I. Roth
Chairman & CEO
MONY
1740 Broadway
New York, NY 10019
212/708-2986 (O)
212/708-2900 (Fax)
Spouse: Carole
Assistant: Ruth Skovan, 212/708-2987

Patricia T. Rouse
Vice President and Secretary
The Enterprise Foundation
10227 Wincopin Circle
American City Building, Suite 500
Columbia, MD 21044-3400
410/964-1230 (O)
410/964-1918 (Fax)
Assistant:

Willard G. Rouse III
Chairman & CEO
Liberty Property Trust
65 Valley Stream Parkway
Suite 100
Malvern, PA 19355
610/648-1700 (O)
610/644-4129 (Fax)
Spouse: Susannah
Assistant: Pam Russell, 610/648-1766

John C. Sites, Jr.
Partner
Daystar Special Situations Funds L.P.
411 Theodore Fremd Avenue, Suite 100
Rye, NY 10580
914/967-1515 (O)
914/967-1199 (Fax)
Spouse: Cindy
Assistant: Noelle Whiting, 914/967-1161

J. McDonald Williams
Chairman
Trammell Crow Company
3500 Trammell Crow Center
2001 Ross Avenue
Suite 3500
Dallas, TX 75201-2997
214/863-3079 (O)
214/863-3125 (Fax)
Spouse: Judy
Assistant: Kay Redding, 214/863-3059

Karen Hastie Williams
Partner
Crowell & Moring
Suite 1100
1001 Pennsylvania Avenue, NW
Washington, DC 20004-2505
202/624-2680 (O)
202/628-5116 or 5117 (Fax)
Spouse: Wesley
Assistant: Terry Noble

Attorney:

Michael L. Sanders, Esquire
Ginsburg, Feldman & Bress
1250 Connecticut Avenue, NW
Washington, DC 20036
202/637-9110 (O)
202/637-9195 (Fax)
Spouse: Judy
Assistant: Linda Mueller