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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90243 029 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P16092

1. Corporation Name
COOPER COMMUNITIES, INC.

Principal Place of Business 1801 FOREST HILLS BLVD BELLA VISTA AR 72714-2399	Mailing Address 1801 FOREST HILLS BLVD BELLA VISTA AR 72714-2399
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/24/1987	4. FEI Number 71-0619331	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	
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	VD	<input type="checkbox"/> DELETE
NAME	BASORE, J NEFF	
STREET ADDRESS	1801 FOREST HILLS BLVD	
CITY-ST-ZIP	BELLA VISTA AR	
TITLE	SV	<input type="checkbox"/> DELETE
NAME	SMITH, RICHARD H	
STREET ADDRESS	1801 FOREST HILLS BLVD	
CITY-ST-ZIP	BELLA VISTA AR	
TITLE	TV	<input type="checkbox"/> DELETE
NAME	NEAL, JASPER T.	
STREET ADDRESS	1801 FOREST HILLS BLVD	
CITY-ST-ZIP	BELLA VISTA AR	
TITLE	PCD	<input type="checkbox"/> DELETE
NAME	COOPER, JOHN A, JR	
STREET ADDRESS	1801 FOREST HILLS BLVD	
CITY-ST-ZIP	BELLA VISTA AR	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DIAL, MICHAEL C	
STREET ADDRESS	1801 FOREST HILLS BLVD	
CITY-ST-ZIP	BELLA VISTA AR	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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	<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 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: *Jasper T. Neal, Jr.* **JASPER T. NEAL, JR** 4/29/99 (501) 855-6151
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

537901-90243-29
Doc # P16092

DIRECTORS
COOPER COMMUNITIES, INC.

<u>NAME</u>	<u>ADDRESS</u>
J. Neff Basore, Jr.	10 Nottingham Circle Bella Vista, AR 72714
John A. Cooper, Jr. Chairman of the Board	5 Bella Vista Way Bella Vista, AR 72714
Jerry D. Jackson	1505 Nashville Avenue New Orleans, LA 70115
Wayne E. Sheneman	P. O. Box 5128 Bella Vista, AR 72714
Michael R. Smith	No. 5 Longfellow Circle Little Rock, AR 72207
Philip R. Zanone	4108 Gwynne Road Memphis, TN 38117

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**OFFICERS
COOPER COMMUNITIES, INC.**

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE</u>
John A. Cooper, Jr.	Chairman of the Board President & CEO (501) 855-5011	5 Bella Vista Way Bella Vista, AR 72714 (501) 855-3511
J. Neff Basore, Jr.	Sr. Vice President (501) 876 7004	10 Nottingham Circle Bella Vista, AR 72714 (501) 855-3443
Randy Brucker	Sr. Vice President (501) 855-5192	1503 Sanford Bentonville, AR 72712 (501) 464-4566
Daniel W. Cooper	Sr. Vice President (501) 855-5191	Bella Vista, AR 72715 (501) 855 1836 (423) 458 6531 (TN)
Ernie Deaton	Vice President (501) 855-5197	6 B Iris Way Bentonville, AR 72712 (501) 464 7148
Michael C. Dial	Sr. Vice President & <i>Chief Financial Officer</i> (501) 855-5014	20 Howard Place Brush Creek Rogers, AR 72756 (501) 636-2573
Richard H. Meads	Controllor (501) 855-5152	123 San Jose Drive Springdale, AR 72764 (501) 756-0046
Jasper T. Neal, Jr.	Vice President & Treasurer (501) 855 5237	8 Dunedin Circle Bella Vista, AR 71715 (501) 855-0628
Thomas L. Spencer	Sr. Vice President (501) 855 5269	21 Elmham Bella Vista, Ar 72714 (501) 876 7273
Dewitt H Smith III	Sr. Vice President 501 855 5190	17 Abingdon Lane Bella Vista, Ar 72714 (501) 855 7414
Richard H. Smith	Sr. Vice President, Secretary and General Counsel (501) 855-5008	1 Creekwood Hill Rogers, AR 72756 (501) 636-7722