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FILED

Apr 29 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # 824655

(5)

1. Corporation Name

CHEMED CORPORATION

Principal Place of Business

2600 CHEMED CENTER
255 E 5TH ST
CINCINNATI OH 45202

Mailing Address

2600 CHEMED CENTER
255 E 5TH ST
CINCINNATI OH 45202-4700

3. Date Incorporated or Qualified

06/11/1970

3a. Date of Last Report

05/01/1996

4. FEI Number

31-0791746

Applied For

Not Applicable

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

2. Principal Place of Business

21

Suite, Apt. #, etc.

22. City & State

23

Zip

Country

24

25

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

Country

29

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

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

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	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
VPT	O'TOOLE, TIMOTHY S.	55 ARCADIA AVE.	LAKESIDE PARK KY	<input type="checkbox"/>
PCO	HUTTON, EDWARD L.	8680 MIRALAKE DR.	CINCINNATI OH	<input type="checkbox"/>
EVO	VOET, PAUL C.	8180 GRAVES ROAD	CINCINNATI OH	<input type="checkbox"/>
VPC	TUCKER, ARTHUR V.	6143 DEL CREST DRIVE	FAIRFIELD OH	<input type="checkbox"/>
VPS	DALLOB, NAOMI C.	2311 FAIRVIEW	CINCINNATI OH	<input type="checkbox"/>
VSC	MCMAMARA, KEVIN J.	2958 GRANDIN RD.	CINCINNATI OH	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
SEE ATTACHED					
2.1 TITLE <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
2.2 NAME <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
2.3 STREET ADDRESS <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
2.4 CITY-ST-ZIP <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
3.1 TITLE <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
3.2 NAME <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
3.3 STREET ADDRESS <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
3.4 CITY-ST-ZIP <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
4.1 TITLE <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
4.2 NAME <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
4.3 STREET ADDRESS <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
4.4 CITY-ST-ZIP <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
5.1 TITLE <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
5.2 NAME <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
5.3 STREET ADDRESS <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
5.4 CITY-ST-ZIP <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
6.1 TITLE <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
6.2 NAME <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
6.3 STREET ADDRESS <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				
6.4 CITY-ST-ZIP <td colspan="5"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td>	<input type="checkbox"/> Change <input type="checkbox"/> Addition				

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

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

M. W. BREWERS
TREAS.

4/21/97

513/762-6556

CR2E034 (9/96)

CHEMED CORPORATION

OFFICERS

Chairman and Chief Executive Officer
President
Executive Vice President & Treasurer
Executive Vice President
Senior Vice President & Chief
Administrative Officer
Vice President & Controller
Vice President & Secretary
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Assistant Vice President
Assistant Vice President
Assistant Controller
Assistant Controller
Assistant Treasurer
Assistant Treasurer
Assistant Secretary

Edward L. Hutton
Kevin J. McNamara
Timothy S. O'Toole
Paul C. Voet
Sandra E. Laney

Arthur V. Tucker, Jr.
Naomi C. Dallob
James H. Devlin
Thomas C. Hutton
D. Michael Laney
David J. Lohbeck
David G. Sparks
Lawrence J. Gillis
Anthony D. Vamvas
Janelle M. Jessie
Marianne Lamey
Laura A. Volker
Mark W. Stephens
Paula W. Kittner
Joyce A. Lawrence

DIRECTORS

Edward L. Hutton
James A. Cunningham
James H. Devlin
Charles H. Erhart, Jr.
Joel F. Gemunder
Lawrence J. Gillis
Patrick P. Grace
William R. Griffin
Thomas C. Hutton

Walter L. Krebs
Sandra E. Laney
Kevin J. McNamara
John M. Mount
Timothy S. O'Toole
D. Walter Robbins, Jr.
Paul C. Voet
George J. Walsh, III

DIRECTORS EMERITI

Leon Levy
Neal Gilliatt
Herman B Wells