

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000003441 (3)

1. Corporation Name
MANOR CARE, INC.

Principal Place of Business

10750 COLUMBIA PIKE
SILVER SPRING MD 20901

Mailing Address

10750 COLUMBIA PIKE
SILVER SPRING MD 20901



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 11555 Darnestown Rd		26 Same as principal place		07/28/1993	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	
23 Gaithersburg, md.		28		52-1200376	
24 20878		29		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
26		31		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input 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	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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	CEO, Director, Chairman
NAME	BAINUM, STEWART JR.	1.2 NAME	Bainum, Stewart Jr.
STREET ADDRESS	10750 COLUMBIA PIKE	1.3 STREET ADDRESS	11555 Darnestown Rd.
CITY-ST-ZIP	SILVER SPRING MD	1.4 CITY-ST-ZIP	Gaithersburg, md 20878
TITLE	VC	2.1 TITLE	
NAME	BAINUM, STEWART	2.2 NAME	
STREET ADDRESS	10750 COLUMBIA PIKE	2.3 STREET ADDRESS	
CITY-ST-ZIP	SILVER SPRING MD	2.4 CITY-ST-ZIP	
TITLE	VP GS	3.1 TITLE	SE VP, General Counsel, Secretary
NAME	REMPE, JAMES H	3.2 NAME	Rempe, James H.
STREET ADDRESS	10750 COLUMBIA PIKE	3.3 STREET ADDRESS	11555 Darnestown Rd.
CITY-ST-ZIP	SILVER SPRING MD	3.4 CITY-ST-ZIP	Gaithersburg, md 20878
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, changed, or on an attachment with an address.

SIGNATURE: [Signature] DATE: 4/15/98

CR2E034 (10/97)

MANOR CARE, INC.

LIST OF OFFICERS & DIRECTORS

BUSINESS ADDRESS FOR ALL:

11555 DARNESTOWN ROAD
GAITHERSBURG, MD 20878

HOME ADDRESS

Stewart Bainum, Jr. Chairman, President, CEO & Director	269-14-2118	12 Primrose Street Chevy Chase, MD 20815
Stewart Bainum Vice Chairman & Director	213-44-5874	705 Edelblut Drive Silver Spring, MD 20901
Regina E. Herzlinger Director	069-36-8881	560 Concord Avenue Belmont, MA 02178
William H. Longfield Director	361-30-7102	Four Kimball Circle Westfield, NJ 07090
Frederic V. Malek Director	333-30-9060	1259 Crest Lane McLean, VA 22101
Jerry E. Robertson Director	382-30-5875	10 Partridge Lane St. Paul, MN 55127
Kennett L. Simmons Director	462-62-7638	RR #1, P.O. Box 28, Kents Store, VA 23084
Donald C. Tomasso Executive V.P.	155-34-9800	13145 Scarlet Oak Drive Darnestown, MD 20878
Joseph R. Buckley Executive VP	183-36-8196	7843 Oracle Place Potomac, MD 20854
James H. Rempe Sr. VP, General Counsel & Secretary	579-36-4775	7610 Connecticut Avenue Chevy Chase, MD 20815

Scott Van Hove Sr. VP & CAO	503-76-7520	1349 30th St., N.W. Washington, DC 20007
Alan C. Marsh VP-Risk Management	118-40-1729	101 Spot Club Road Arnold, MD 21012
Larry R. Godla VP-Construction	225-94-8173	1556 Mary Ellen Court McLean, VA 22101
Margarita Schoendorfer VP, Controller	218-56-0289	8805 Harness Trail Potomac, MD 20854
K. Peter Kemezys Assistant Secretary & Associate General Counsel & VP	358-40-4046	15025 Whitegate Rd. Silver Spring, MD 20904
John P. Butenas Asst. Gen'l Counsel & Asst. Secretary	040-440-7722	5119 N. 26th Street Arlington, VA 22207
Leo H. Phillips, Jr. Assistant Secretary & Associate General Counsel & VP	369-48-5872	4740 Connecticut Ave. NW Apt. 702 Washington, DC 20008
Leigh C. Comas VP-Finance & Treasurer	434-80-9699	3722 Cardiff Road Chevy Chase, MD 20815
Peter Olle VP-Chief Information Officer	322-46-5738	10409 Buckboard Place Potomac, MD 20854
Carole Y. Prest VP-Strategic Planning	080-38-4161	10234 Democracy Blvd. Potomac, MD 20854
Darrell Carlisle VP-Finance	537-62-6996	3518 John Marshall Drive Arlington, VA 22207
Pete Childs Asst. Treasurer	230-17-3398	2622 Hickery Hollow Lane Oakton, VA 22124

December 1, 1997