

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

**FILED**

**May 15 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F94000003317 (4)**  
 1. Corporation Name  
**SECURITY CAPITAL ATLANTIC MULTIFAMILY INCORPORATED**



Principal Place of Business <b>125 LINCOLN AVE. SANTA FE NM 87501</b>	Mailing Address <b>7777 MARKET CENTER AVE. EL PASO TE 79912-0411 US</b>
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2. Principal Place of Business <b>21 Six Piedmont Center</b> Suite, Apt. #, etc. <b>22 Suite 600</b> City & State <b>23 Atlanta, GA</b> Zip <b>24 30305</b>	2a. Mailing Address <b>26 7777 Market Center Avenue</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28 El Paso, TX</b> Zip <b>29 79912</b>	3. Date Incorporated or Qualified <b>06/23/1994</b>	3a. Date of Last Report <b>04/24/1996</b>	4. FEI Number <b>74-2709914</b>	Applied For <input type="checkbox"/> Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
		25. US	30. US	6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>THE PRENTICE HALL CORPORATION SYSTEM, INC. 1201 HAYS ST. SUITE 105 TALLAHASSEE FL 32301</b>	10. Name and Address of New Registered Agent <b>81 Name</b> <b>82 Street Address (P.O. Box Number is Not Acceptable)</b> <b>83</b> <b>84 City</b> <b>FL</b> <b>85 Zip Code</b>
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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: \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <b>DC</b>	<input type="checkbox"/> DELETE <b>POTTS, JAMES C</b>	1.1 TITLE <b>D / C</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>POTTS, JAMES C</b>		1.2 NAME <b>Potts, James C.</b>	
STREET ADDRESS <b>SIX PIDEMONT CENTER, SUITE 600</b>		1.3 STREET ADDRESS <b>Six Piedmont Center, Suite 600</b>	
CITY- ST- ZIP <b>ATLANTA GA</b>		1.4 CITY- ST- ZIP <b>Atlanta, GA 30305</b>	
TITLE <b>V</b>	<input type="checkbox"/> DELETE <b>BARROWS, RAYMOND D</b>	2.1 TITLE <b>V</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>BARROWS, RAYMOND D</b>		2.2 NAME <b>Barrows, Raymond D.</b>	
STREET ADDRESS <b>SIX PIDMONT CENTER, SUITE 600</b>		2.3 STREET ADDRESS <b>Six Piedmont Center, Suite 600</b>	
CITY- ST- ZIP <b>ATLANTA GA</b>		2.4 CITY- ST- ZIP <b>Atlanta, GA 30305</b>	
TITLE <b>D</b>	<input type="checkbox"/> DELETE <b>HOLMES, NED S</b>	3.1 TITLE <b>D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <b>HOLMES, NED S</b>		3.2 NAME <b>Holmes, Ned S.</b>	
STREET ADDRESS <b>55 WAUGH DR SUITE 1111</b>		3.3 STREET ADDRESS <b>55 Waugh Drive, Suite 1111</b>	
CITY- ST- ZIP <b>HOUSTON TX</b>		3.4 CITY- ST- ZIP <b>Houston, TX 77007</b>	
TITLE <b>D</b>	<input checked="" type="checkbox"/> DELETE <b>MANNO, ANTHONY R</b>	4.1 TITLE <b>D / C</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b>MANNO, ANTHONY R</b>		4.2 NAME <b>Moore, Constance B.</b>	
STREET ADDRESS <b>11 S LASALLE ST, 2ND FLOOR</b>		4.3 STREET ADDRESS <b>Six Piedmont Center, Suite 600</b>	
CITY- ST- ZIP <b>CHICAGO IL</b>		4.4 CITY- ST- ZIP <b>Atlanta, GA 30305</b>	
TITLE <b></b>	<input type="checkbox"/> DELETE	5.1 TITLE <b>Senior V.</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b></b>		5.2 NAME <b>Freeman, J. Lindsay</b>	
STREET ADDRESS <b></b>		5.3 STREET ADDRESS <b>Six Piedmont Center, Suite 600</b>	
CITY- ST- ZIP <b></b>		5.4 CITY- ST- ZIP <b>Atlanta, GA 30305</b>	
TITLE <b></b>	<input type="checkbox"/> DELETE	6.1 TITLE <b>Senior V.</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME <b></b>		6.2 NAME <b>Miller, Bradley C.</b>	
STREET ADDRESS <b></b>		6.3 STREET ADDRESS <b>Six Piedmont Center, Suite 600</b>	
CITY- ST- ZIP <b></b>		6.4 CITY- ST- ZIP <b>Atlanta, GA 30305</b>	

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: \_\_\_\_\_ DATE: **5/15/97** DAYTIME PHONE #: **955-912-1252**

CR2E034 (9/96)

Security Capital Atlantic Multifamily Incorporated  
Florida Annual Report  
Additional List of Officers

Doc. #: F94000003317 (4)  
FEIN: 74-2709914

<u>Title</u>	<u>Name</u>	<u>Address</u>
V	Brown, Neil T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Hartman, W. Scott	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V / T	Kell, William	7777 Market Center Avenue El Paso, TX 79912
V	Megrue, Jeffrey G.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Schumacher, Ann L.	7777 Market Center Avenue El Paso, TX 79912
V	Snider, Douglas L.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Barrows, Raymond D.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
S / Senior V	Klopf, Jeffrey A.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant S	Marker, Lucinda G.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant S	Wainwright, Candice T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
Assistant T	Morgan Jr., Gerald R.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant T	Cyr, Jayson C.	7777 Market Center Avenue El Paso, TX 79912