

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

FILED
Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F94000003317 (4)
 1. Corporation Name
SECURITY CAPITAL ATLANTIC MULTIFAMILY INCORPORATED



Principal Place of Business: **6 PIEDMONT CTR, 600 ATLANTA GA 30305 US**
 Mailing Address: **7777 MARKET CENTER AVE. EL PASO TX 79912 US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29

3. Date Incorporated or Qualified: **06/23/1994**

4. FEI Number: **74-2709914**
 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYS ST.
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 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

| | | |
|----------------|--------------------------------|--|
| TITLE | DC | <input type="checkbox"/> DELETE |
| NAME | POTTS, JAMES C | |
| STREET ADDRESS | SIX PIEDMONT CENTER, SUITE 600 | |
| CITY-ST-ZIP | ATLANTA GA | |
| TITLE | V | <input type="checkbox"/> DELETE |
| NAME | BARROWS, RAYMOND D | |
| STREET ADDRESS | SIX PIEDMONT CENTER, SUITE 600 | |
| CITY-ST-ZIP | ATLANTA GA | |
| TITLE | D | <input checked="" type="checkbox"/> DELETE |
| NAME | HOLMES, NED S | |
| STREET ADDRESS | 55 WAUGH DR SUITE 1111 | |
| CITY-ST-ZIP | HOUSTON TX | |
| TITLE | DC | <input type="checkbox"/> DELETE |
| NAME | MMOORE, CONSTANCE B | |
| STREET ADDRESS | 6 PIEDMONT CTR, 600 | |
| CITY-ST-ZIP | ATLANTA GA | |
| TITLE | SV | <input type="checkbox"/> DELETE |
| NAME | FREEMAN, J LIDSAY | |
| STREET ADDRESS | 6 PIEDMONT CTR, 600 | |
| CITY-ST-ZIP | ATLANTA GA | |
| TITLE | SV | <input type="checkbox"/> DELETE |
| NAME | MILLER, BRADLEY C | |
| STREET ADDRESS | 6 PIEDMONT CTR, 600 | |
| CITY-ST-ZIP | ATLANTA GA | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|--------------------------------|--|
| 1.1 TITLE | C/CIO/D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | Potts, James C. | |
| 1.3 STREET ADDRESS | Six Piedmont Center, Suite 600 | |
| 1.4 CITY-ST-ZIP | Atlanta, GA 30305 | |
| 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 | V/T | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 3.2 NAME | Kell, William | |
| 3.3 STREET ADDRESS | 7777 Market Center Avenue | |
| 3.4 CITY-ST-ZIP | El Paso, TX 79912 | |
| 4.1 TITLE | C/COO/D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | Moore, Constance B. | |
| 4.3 STREET ADDRESS | Six Piedmont Center, Suite 600 | |
| 4.4 CITY-ST-ZIP | Atlanta, GA 30305 | |
| 5.1 TITLE | V/D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | Freeman, J. Lindsay | |
| 5.3 STREET ADDRESS | Six Piedmont Center, Suite 600 | |
| 5.4 CITY-ST-ZIP | Atlanta, GA 30305 | |
| 6.1 TITLE | V | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | Miller, Bradley C. | |
| 6.3 STREET ADDRESS | Six Piedmont Center, Suite 600 | |
| 6.4 CITY-ST-ZIP | Atlanta, GA 30305 | |

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

SIGNATURE: *William Kell* *William Kell* *4/17/98* *515-177-2300*

CR2E034 (10/97)

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

Doc. #: F9400003317 (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 | 11 S. LaSalle Street, 2nd Floor Chicago, IL 60603 |
| V | Schumacher, Ann L. | 7777 Market Center Avenue El Paso, TX 79912 |
| V | Snider, Douglas L. | 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 |