

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

FILED
Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90138 044 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F94000003317

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 TE 79912
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 7670 S. Chester Street
 Suite, Apt. #, etc.
 22 Suite 100
 City & State
 23 Englewood, CO
 Zip
 24 80112 Country
 25 USA

2a. Mailing Address
 26 C/O Archstone Tax Dept.
 Suite, Apt. #, etc.
 27 7777 Market Center Avenue
 City & State
 28 El Paso, TX
 Zip
 29 79912 Country
 30 USA

3. Date Incorporated or Qualified
 06/23/1994

4. FEI Number
 74-2709914

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 the current year Intangible Personal Property Tax. 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
 85 Zip Code
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	CCOD	<input checked="" type="checkbox"/> DELETE
NAME	POTTS, JAMES C	
STREET ADDRESS	SIX PIEDMONT CENTER, SUITE 600	
CITY-ST-ZIP	ATLANTA GA 30305	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	KELL, WILLIAM	
STREET ADDRESS	777 MARKET CENTER AVENUE	
CITY-ST-ZIP	EL PASO TX 79912	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	HOLMES, NED S	
STREET ADDRESS	55 WAUGH DR SUITE 1111	
CITY-ST-ZIP	HOUSTON TX	
TITLE	CCOO	<input checked="" type="checkbox"/> DELETE
NAME	MOORE, CONSTANCE D.	
STREET ADDRESS	SIX PIEDMONT CENTER, SUITE 600	
CITY-ST-ZIP	ATLANTA GA 30305	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	FREEMAN, J LIDSAY	
STREET ADDRESS	SIX PIEDMONT CENTER, SUITE 600	
CITY-ST-ZIP	ATLANTA GA 30305	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MILLER, BRADLEY C	
STREET ADDRESS	SIX PIEDMONT CENTER, SUITE 600	
CITY-ST-ZIP	ATLANTA GA 30305	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	C/D/CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Sellers, R. Scot	
1.3 STREET ADDRESS	7670 S. Chester Street, Suite 100	
1.4 CITY-ST-ZIP	Englewood, CO 80112	
2.1 TITLE	SV/T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Kell, William	
2.3 STREET ADDRESS	7777 Market Center Avenue	
2.4 CITY-ST-ZIP	El Paso, TX 79912	
3.1 TITLE	M/D/COO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Whelan, Patrick R.	
3.3 STREET ADDRESS	7670 S. Chester Street, Suite 100	
3.4 CITY-ST-ZIP	Englewood, CO 80112	
4.1 TITLE	SV/CFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Mueller Jr., Charles E.	
4.3 STREET ADDRESS	7670 S. Chester Street, Suite 100	
4.4 CITY-ST-ZIP	Englewood, CO 80112	
5.1 TITLE	M/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	SV/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Klopf, Jeffrey A.	
6.3 STREET ADDRESS	125 Lincoln Avenue	
6.4 CITY-ST-ZIP	Santa Fe, NM 87501	

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: *[Signature]*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/22/99
 915/877-1773
 Date Daytime Phone #

CR2E034 (1/98)

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

Doc. #: F94000003317

FEIN: 74-2709914

401283-90138-44

<u>Title</u>	<u>Name</u>	<u>Address</u>
SV	Brown, Neil T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Nolan, Christopher T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Lester, Mary Caperton	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Snider, L. Douglas	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V/AS	Berman, Michael R.	7670 S. Chester Street, Suite 100 Englewood, CO 80112
AS	Marker, Lucinda G.	125 Lincoln Avenue Santa Fe, NM 87501
V/AS	Wainwright, Candice T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305