


FILED

Mar 19 1998 8:00am  
Secretary of State

<div>PROFIT CORPORATION ANNUAL REPORT 1998</div> <div>FLORIDA DEPARTMENT OF STATE Sandra B. Moghan Secretary of State DIVISION OF CORPORATIONS</div>		<div>Mar 19 1998 8:00am</div> <div>Secretary of State</div>	
<div>DOCUMENT # F94000005445 (1)</div> <div>1. Corporation Name KINDERCARE REAL ESTATE CORP.</div>			
<div>Principal Place of Business 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116</div>		<div>Mailing Address 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116</div>	
<div>2. Principal Place of Business 21 650 NE HOLLADAY Suite, Apt. #, etc. 22 SUITE 1400 - TAX DEPT. City &amp; State 23 PORTLAND, OR Zip Country 24 97232 25</div>		<div>2a. Mailing Address 26 650 NE HOLLADAY Suite, Apt. #, etc. 27 SUITE 1400 - TAX DEPT. City &amp; State 28 PORTLAND, OR Zip Country 29 97232 30</div>	
<div>3. Date Incorporated or Qualified 10/20/1994</div>		<div>4. FEI Number 63-1120501</div>	
<div>5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required</div>		<div>6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees</div>	
<div>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</div>		<div>DO NOT WRITE IN THIS SPACE</div>	
<div>9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</div>		<div>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</div>	
<div>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.</div>			
<div>SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____</div>			
<div>12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY - ST - ZIP CEOD JOHNSON, DAVID J 2400 PRESIDENTS DRIVE MONTGOMERY AL <input type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY - ST - ZIP CFOV MASLOW, PHILIP L 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116 <input checked="" type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY - ST - ZIP D MASLOW, PHILIP L 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116 <input checked="" type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY - ST - ZIP AS COONER, ANGELA L 2400 PRESIDENTS DRIVE MONTGOMERY AL <input checked="" type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY - ST - ZIP VC BAILEY, WILLIAM E 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116 <input checked="" type="checkbox"/> DELETE TITLE NAME STREET ADDRESS CITY - ST - ZIP VPT FRIES, ROBERT H 2400 PRESIDENTS DRIVE MONTGOMERY AL <input checked="" type="checkbox"/> DELETE</div>		<div>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP 650 NE HOLLADAY, SUITE 1400 PORTLAND, OR. 97232 2.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP BETH A. UCORETZ 650 NE HOLLADAY, SUITE 1400 PORTLAND, OR. 97232 3.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP BRUCE A. WALTERS 650 NE HOLLADAY, SUITE 1400 PORTLAND, OR. 97232 4.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP S EVA M. KRIPALANI 650 NE HOLLADAY, SUITE 1400 PORTLAND, OR. 97232 5.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP VT DAN R. JACKSON 650 NE HOLLADAY, SUITE 1400 PORTLAND, OR. 97232 6.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP V WILLIAM O. ROBAROS, JR. 650 NE HOLLADAY, SUITE 1400 PORTLAND, OR. 97232</div>	
<div>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.</div>			
<div>SIGNATURE: _____ DATE: 2-11-98</div>			

# **KinderCare Real Estate Corp.**

## **Officer Listing**

3/10/98

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### **David J. Johnson**

President

#### **Business Address**

KinderCare Learning Centers, Inc.  
650 NE Holladay, Suite 1400  
Portland, OR 97232

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### **Beth A. Ugoretz**

Executive Vice President and Assistant Secretary

#### **Business Address**

KinderCare Learning Centers, Inc.  
650 NE Holladay, Suite 1400  
Portland, OR 97232

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### **Bruce A. Walters**

Senior Vice President and Chief Development Office

#### **Business Address**

KinderCare Learning Centers, Inc.  
650 NE Holladay, Suite 1400  
Portland, OR 97232

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### **Dan R. Jackson**

Vice President and Treasurer

#### **Business Address**

KinderCare Learning Centers, Inc.  
650 NE Holladay, Suite 1400  
Portland, OR 97232

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### **Eva M. Kripalani**

Vice President and Secretary

#### **Business Address**

KinderCare Learning Centers, Inc.  
650 NE Holladay, Suite 1400  
Portland, OR 97232

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### **David A. Benedict**

Vice President of Corporate Tax

#### **Business Address**

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Portland, OR 97232

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3/10/98

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**William O. Robards, Jr.**

Vice President, Real Estate

**Business Address**

KinderCare Learning Centers, Inc.

650 NE Holladay, Suite 1400

Portland, OR 97232

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