

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

FILED  
May 13 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



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

DOCUMENT # F95000000446 (3)

1. Corporation Name

NHP-HG TWELVE, INC.



Principal Place of Business

Mailing Address

8065 LEESBURG PIKE  
SUITE 400  
VIENNA VA 22182

8065 LEESBURG PIKE  
SUITE 400  
VIENNA VA 22182

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/26/1995

4. FEI Number

54-1744327

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

2. Principal Place of Business

21 1225 Eye Street, NW

Suite, Apt. #, etc.

22 Suite 200

City & State

23 Washington, DC

Zip

24 20005

Country

25 USA

2a. Mailing Address

26 1225 Eye Street, NW

Suite, Apt. #, etc.

27 Suite 200

City & State

28 Washington, DC

Zip

29 20005

Country

30 USA

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM  
1201 HAYS STREET  
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

Signature, typed or printed name of registered agent and fee, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PDC  
NAME HELLER, J R III  
STREET ADDRESS 8065 LEESBURG PIKE  
CITY-ST-ZIP VIENNA VA 22182

DELETE

TITLE VD  
NAME GRANT, ANN T  
STREET ADDRESS 8065 LEESBURG PIKE  
CITY-ST-ZIP VIENNA VA 22182

DELETE

TITLE D  
NAME EMRICH, LEE  
STREET ADDRESS 8065 LEESBURG PIKE  
CITY-ST-ZIP VIENNA VA

DELETE

TITLE VS  
NAME BONDER, JOEL F  
STREET ADDRESS 8065 LEESBURG PIKE  
CITY-ST-ZIP VIENNA VA 22182

DELETE

TITLE AS  
NAME ROSS, ERIC N  
STREET ADDRESS 8065 LEESBURG PIKE  
CITY-ST-ZIP VIENNA VA 22182

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

700002525387  
-05/15/98--01057--033  
\*\*\*150.00

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.

Belores Huston

CR2E034 (10/97)

**NHP-HG TWELVE, INC.**  
**Officers/Directors**

**Directors**

Name: Terry Considine, Chairman

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Peter Kompaniez, Vice Chairman

Business Address: 28200 Highway 189, Building F Suite 240, Lake Arrowhead, CA 92352

Name: Thomas W. Toomey

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

**Officers**

Name: Terry Considine

Title: Chief Executive Officer

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Peter Kompaniez

Title: President

Business Address: 28200 Highway 189, Building F Suite 240, Lake Arrowhead, CA 92352

Name: Joel F. Bonder

Title: Executive Vice President, General Counsel and Secretary

Business Address: 1225 Eye St., N.W., Suite 200, Washington, D.C. 20005

Name: Steven D. Ira

Title: Executive Vice President - START

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Thomas W. Toomey

Title: Executive Vice President - Finance and Administration

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: Harry G. Alcock

Title: Senior Vice President - Aquisitions

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

Name: David L. Williams

Title: Executive Vice President - Property Operations

Business Address: 1873 South Bellaire St., 17th Floor, Denver, CO 80222

**Name:** Troy D. Butts  
**Title:** Senior Vice President and Chief Financial Officer  
**Business Address:** 1873 South Bellaire St., 17th Floor, Denver, CO 80222

**Name:** Joseph DeTuno  
**Title:** Senior Vice President - Property Redevelopment  
**Business Address:** 1873 South Bellaire St., 17th Floor, Denver, CO 80222

**Name:** Jack W. Marquardt  
**Title:** Senior Vice President-Accounting  
**Business Address:** 9200 Keystone Crossing, Suite 500, Indianapolis, IN 46240

**Name:** Patricia K. Heath  
**Title:** Vice President, Chief Accounting Officer, Assistant Secretary and Assistant Treasurer  
**Business Address:** 1873 South Bellaire St., 17th Floor, Denver, CO 80222

**Name:** Carla Stoner  
**Title:** Vice President - Finance and Administration  
**Business Address:** 1873 South Bellaire St., 17th Floor, Denver, CO 80222

**Name:** James Wallace  
**Title:** Vice President -Tax  
**Business Address:** 1873 South Bellaire St., 17th Floor, Denver, CO 80222

**Name:** Delores Huston  
**Title:** Assistant Secretary  
**Business Address:** 1225 Eye St., N.W., Suite 200, Washington, DC 20005