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



**PROFIT CORPORATION
ANNUAL REPORT
1997**

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

DOCUMENT # F96000000268 (0)

1. Corporation Name
BEVERLY ASSISTED LIVING, INC.



Principal Place of Business Mailing Address
**5111 ROGERS AVE
SUITE 40-A
FORT SMITH AR 72919-0155** **5111 ROGERS AVE
SUITE 40-A
FORT SMITH AR 72919-9001**

3. Date Incorporated or Qualified 3a. Date of Last Report
01/16/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	71-0777901	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> Not Applicable
Suite, Apt #, etc	Suite, Apt #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
22	27	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
City & State	City & State	28	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
Zip	Zip	29	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Country	Country	30	
24	25	29	30

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	CSC-Corporation Service Company
82 Street Address (P.O. Box Number is Not Acceptable)	1201 Hays Street
83	
84 City	Tallahassee
85 Zip Code	FL 32301

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	CD <input type="checkbox"/> DELETE
NAME	BANKS, DAVID R
STREET ADDRESS	5111 ROGERS AVE, SUITE 40-A
CITY - ST - ZIP	FORT SMITH AR 72919-0155
TITLE	VCD <input type="checkbox"/> DELETE
NAME	HENDRICKSON, BOYD W
STREET ADDRESS	5111 ROGERS AVE
CITY - ST - ZIP	FORT SMITH AR 72919-0155
TITLE	PCEO <input type="checkbox"/> DELETE
NAME	HALL, PATRICIA A
STREET ADDRESS	5111 ROGERS AVE
CITY - ST - ZIP	FORT SMITH AR 72919-0155
TITLE	VSD <input type="checkbox"/> DELETE
NAME	POMMERVILLE, ROBERT W
STREET ADDRESS	5111 ROGERS AVE
CITY - ST - ZIP	FORT SMITH AR 72919-0155
TITLE	VD <input type="checkbox"/> DELETE
NAME	STEPHENS, BOBBY W
STREET ADDRESS	5111 ROGERS AVE
CITY - ST - ZIP	FORT SMITH AR 72919-0155
TITLE	V <input type="checkbox"/> DELETE
NAME	CLARKE, EUGENE B
STREET ADDRESS	5111 ROGERS AVE
CITY - ST - ZIP	FORT SMITH AR 72919-0155

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

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-05/27/97--01120--009
*****165.00**

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: *John W. MacKenzie* **John W. MacKenzie** April 18, 1997 501-451-6712

CR2E034 (9/96)

BEVERLY ASSISTED LIVING, INC.

OFFICERS AND DIRECTORS

Board of Directors

David R. Banks

Robert W. Pommerville

Boyd W. Hendrickson

Bobby W. Stephens

William A. Mathies

Officers

David R. Banks
Chairman of the Board

Information Officer

William A. Mathies
Vice Chairman of the Board and Chief
Executive Officer

James M. Griffith
Senior Vice President-Investor Relations
and Corporate Communications

Patricia A. Hall
President and Chief Operating Officer

Schuyler Hollingsworth, Jr.
Senior Vice President and Treasurer

Robert W. Pommerville
Executive Vice President, General Counsel
and Secretary

Carol C. Johansen
Senior Vice President-Human Resources

Bobby W. Stephens
Executive Vice President

Mark R. Mostow
Senior Vice President-Sales and Marketing

Eugene B. Clarke
Senior Vice President-Quality Management

Philip W. Small
Senior Vice President

Donald L. Dotson
Senior Vice President-Labor and
Employment

Scott M. Tabakin
Senior Vice President and Controller

Barry S. Ganley
Senior Vice President and Chief

Carolyn S. Burns
Vice President-Operations
600 Six Flags Drive, Suite 226
Arlington, TX 76011

June 17, 1996

Scott Edwards
Vice President-Operations
10969 Trade Center Dr., Suite 106
Rancho Cordova, CA 95670

Adam R. Felde
Vice President-Technology Services

Norman R. Gould
Vice President-Business Applications

Neil Gulsvig
Vice President-Communications

Jerry K. Halley
Vice President-Operations
50 Crestwood Executive Center, Suite 202
Crestwood, MO 63126

Jeff Hutton
Vice President-Reimbursement and
Assistant Secretary

Barry A. Khan
Vice President-Construction

Claude E. Lee
Vice President-Operations
602 S. King St., Suite 300
Leesburg, VA 22075

Frederic A. Maas
Vice President-Tax and Assistant Secretary

John C. Mabry
Vice President-Business Solutions

John W. MacKenzie
Vice President, Deputy General Counsel
and Assistant Secretary

David G. Merrell
Vice President-Financial Planning and
Controls

James R. Pietrzak
Vice President-Property Management and
Development

Jo Ann Smith
Vice President and Deputy General Counsel
10969 Trade Center Dr., Suite 106
Rancho Cordova, CA 95670

James T. Williams
Vice President-Operations
3562 Habersham @ North Lake
Tucker, GA 30084

John E. Williams
Vice President-Financial Planning and
Controls

Belinda Marcotte
Assistant Secretary

Christine Murray
Assistant Secretary

Holly A. Odom
Assistant Secretary

*Address for all officers unless otherwise noted:

5111 Rogers Ave., Suite 40-A
Fort Smith, AR 72919-1000

AL, AR, CA, FL, GA, IN, MD,
MO, NC, PA, TN, VA

June 17, 1996