


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

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**May 08 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 # F96000002629 (1)
1. Corporation Name
HFAC THREE, INC.



Principal Place of Business: P.O. BOX 25025, GLENDALE CA 91201-2025
Mailing Address: P.O. BOX 25025, GLENDALE CA 91221-5025

3. Date Incorporated or Qualified: **05/24/1996**
3a. Date of Last Report
4. FEI Number: **95-4558725**
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
21 **701 Western Avenue**
Suite, Apt. #, etc.: **22 Suite 200**
City & State: **23 Glendale CA**
Zip: **24 91201-2349**
Country: **25 Los Angeles**
26 Mailing Address
27 Suite, Apt. #, etc.
28 City & State
29 Zip
30 Country

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
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: _____ DATE: _____
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CP <input type="checkbox"/> DELETE	1.1 TITLE	CEO Pres Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUGHES, B. WAYNE	1.2 NAME	
STREET ADDRESS	701 WESTERN AVE., STE. 200	1.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA 91201-2394	1.4 CITY - ST - ZIP	91201-2349
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LENKIN, HARVEY	2.2 NAME	
STREET ADDRESS	701 WESTERN AVE., STE. 200	2.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA 91201-2394	2.4 CITY - ST - ZIP	91201-2349
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HORNE, HUGH W	3.2 NAME	
STREET ADDRESS	701 WESTERN AVE., STE. 200	3.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA 91201-2394	3.4 CITY - ST - ZIP	91201-2349
TITLE	TCFO <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAVNER, RONALD L JR.	4.2 NAME	
STREET ADDRESS	701 WESTERN AVE., STE. 200	4.3 STREET ADDRESS	
CITY - ST - ZIP	GLENDALE CA 91201-2394	4.4 CITY - ST - ZIP	91201-2349
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	VP Asst Sec. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Obren B. Gerich
STREET ADDRESS		5.3 STREET ADDRESS	701 Western Ave.
CITY - ST - ZIP		5.4 CITY - ST - ZIP	Glendale CA 91201-2349
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	VP Asst. Sec. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	David P. Singelyn
STREET ADDRESS		6.3 STREET ADDRESS	701 Western Ave
CITY - ST - ZIP		6.4 CITY - ST - ZIP	Glendale CA 91201-2349

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: _____ DATE: **4-16-97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Daytime Phone #: **(818) 244-8080**

CP2E034 (9/96)