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FILED  
May 09 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 # F96000004227 (2)

1. Corporation Name

ATRIA COMMUNITIES, INC.



Principal Place of Business

515 W. MARKET ST.  
LOUISVILLE KY 40202

Mailing Address

515 W. MARKET ST.  
LOUISVILLE KY 40202-3333

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25 29 30

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

3. Date Incorporated or Qualified

3a. Date of Last Report

08/19/1996

4. FEI Number

Applied For

61-1303738

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

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 title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

| TITLE | NAME                  | STREET ADDRESS                       | CITY- ST- ZIP       | DELETE                   |
|-------|-----------------------|--------------------------------------|---------------------|--------------------------|
| COO   | BELLANDE, RALPH H     | 515 W. MARKET ST.                    | LOUISVILLE KY 40202 | <input type="checkbox"/> |
| PD    | MULLOY, W P II        | 515 W. MARKET ST.                    | LOUISVILLE KY 40202 | <input type="checkbox"/> |
| VS    | WESLEY, J T           | 515 W. MARKET ST.                    | LOUISVILLE KY 40202 | <input type="checkbox"/> |
| DC    | LUNSFORD, W B         | 3300 PROVIDIAN CTR-400 W. MARKET ST. | LOUISVILLE KY 40202 | <input type="checkbox"/> |
| D     | BALLARD, WILLIAM C JR | 3300 PROVIDIAN CTR-400 W. MARKET ST. | LOUISVILLE KY 40202 | <input type="checkbox"/> |
| D     | LADT, THOMAS T        | 3300 PROVIDIAN CTR-400 W. MARKET ST. | LOUISVILLE KY 40202 | <input type="checkbox"/> |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| 1.1 TITLE | 1.2 NAME | 1.3 STREET ADDRESS | 1.4 CITY- ST- ZIP | Change                   | Addition                 |
|-----------|----------|--------------------|-------------------|--------------------------|--------------------------|
|           |          |                    |                   | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.1 TITLE | 2.2 NAME | 2.3 STREET ADDRESS | 2.4 CITY- ST- ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
|           |          |                    |                   | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.1 TITLE | 3.2 NAME | 3.3 STREET ADDRESS | 3.4 CITY- ST- ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
|           |          |                    |                   | <input type="checkbox"/> | <input type="checkbox"/> |
| 4.1 TITLE | 4.2 NAME | 4.3 STREET ADDRESS | 4.4 CITY- ST- ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
|           |          |                    |                   | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.1 TITLE | 5.2 NAME | 5.3 STREET ADDRESS | 5.4 CITY- ST- ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
|           |          |                    |                   | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.1 TITLE | 6.2 NAME | 6.3 STREET ADDRESS | 6.4 CITY- ST- ZIP | <input type="checkbox"/> | <input type="checkbox"/> |
|           |          |                    |                   | <input type="checkbox"/> | <input type="checkbox"/> |

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

CR2E034 (9/96)

Directors and Officers  
Atria Communities, Inc.

DIRECTORS:

Sandra Harden Austin                      Director  
Primary : 6 Turnberry Court  
Address : Burr Ridge, IL 60521

William C. Ballard Jr. Director  
Primary : 3300 National City Tower  
Address : Louisville, KY 40202

Peter J. Grua                                                          Director  
Primary : 222 Berkeley Street  
Address : 21st Floor  
Boston, MA 02116

|                                  |          |
|----------------------------------|----------|
| Thomas T. Ladt                   | Director |
| Primary : 3300 Providian Center  | :        |
| Address : 400 West Market Street | :        |
| Louisville, KY 40202             | :        |

W. Bruce Lunsford                                  Director  
Primary : 3300 Providian Center  
Address : 400 West Market Street  
Louisville, KY 40202

W. Patrick Mulloy, II                      Director  
Primary : 515 West Market Street  
Address : Louisville, KY 40202

R. Gene Smith Director  
 Primary : 3600 National City Tower  
 Address : 101 South Fifth Street  
 Louisville, KY 40202

OFFICERS:

W. Bruce Lunsford

Primary : 3300 Providian Center  
Address : 400 West Market Street  
Louisville, KY 40202

Chairman of the Board

W. Patrick Mulloy, II

Primary : 515 West Market Street  
Address : Louisville, KY 40202

Chief Executive Officer and President

J. Timothy Wesley

Primary : 515 West Market Street  
Address : Louisville, KY 40202

Chief Financial Officer, Vice President  
of Development and Secretary

Ralph H. Bellande

Primary : 515 West Market Street  
Address : Louisville, KY 40202

Chief Operating Officer