


# 2005 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Aug 23, 2005 8:00 am**  
**Secretary of State**

08-23-2005 90010 048 \*\*\*550.00

<b>DOCUMENT # F99000000579</b>	
1. Entity Name <b>CHURCHILL DOWNS INCORPORATED</b>	

Principal Place of Business <b>700 CENTRAL AVENUE LOUISVILLE, KY 40208</b>	Mailing Address <b>700 CENTRAL AVENUE LOUISVILLE, KY 40208</b>
-----------------------------------------------------------------------------------	-----------------------------------------------------------------------

2. Principal Place of Business  Suite, Apt. #, etc.	3. Mailing Address  Suite, Apt. #, etc.
-----------------------------------------------------------	-----------------------------------------------

City & State  Zip Country	City & State  Zip Country
---------------------------------	---------------------------------

08192005 Chg-P CR2E034 (10/03)

4. FEI Number <b>61-0156015</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	

6. Name and Address of Current Registered Agent  <b>CT CORPORATION SYSTEM C/O CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324</b>	7. Name and Address of New Registered Agent  Name Street Address (P.O. Box Number is Not Acceptable) City <b>FL</b> Zip Code
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

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

<b>FILE NOW!!! FEE IS \$550.00 Due by September 7, 2005</b>	9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>
-----------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------

10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DP MEEKER, THOMAS K 700 CENTRAL AVENUE LOUISVILLE, KY <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<i>see attached sheet</i> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	C POLLARD, CARL F 10500 W HWY 42 GOSHEN, KY 40026 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S REED, REBECCA C 700 CENTRAL AVENUE LOUISVILLE, KY <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BIDWILL JR, CHARLES W 3301 SOUTH LARAMIE AVENUE CICERO, IL <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V MILLER, MICHAEL E 700 CENTRAL AVENUE LOUISVILLE, KY 40208 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: <i>Rebecca C. Reed</i> <b>REBECCA C. REED</b>	Date <b>8-19-05</b>	Daytime Phone # <b>502-636-4400</b>
----------------------------------------------------------	---------------------	-------------------------------------

**50062853**



(11) Officers and Directors

Title Name Street Address City – State – Zip	V William C. Carstanjen 700 Central Avenue Louisville, KY 40208	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
Title Name Street Address City – State – Zip	V Andrew G. Skehan 700 Central Avenue Louisville, KY 40208	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	V/T Michael W. Anderson 700 Central Avenue Louisville, KY 40208	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	V Charles G. Kenyon 700 Central Avenue Louisville, KY 40208	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
Title Name Street Address City – State – Zip	V Jeffrey A. Mainka 700 Central Avenue Louisville, KY 40208	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	AS Debra A. Wood 700 Central Avenue Louisville, KY 40208	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
Title Name Street Address City – State – Zip	D Leonard S. Coleman, Jr. 845 Church Lane Middletown, NJ 07748	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	D Craig J. Duchossois 845 Larch Avenue Elmhurst, IL 60216	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	D Richard L. Duchossois Euclid Avenue & Wilke Road Arlington Heights, IL 60006	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	D Robert L. Fealy 845 Larch Avenue Elmhurst, IL 60216	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	D J. David Grissom 4969 US Highway 42, Suite 2000 Louisville, KY 40222	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	D Seth W. Hancock 703 Winchester Road Paris, KY 40361	<input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City – State – Zip	D Daniel P. Harrington 30195 Chagrin Blvd., Suite 310-N Pepper Pike, OH 44124	<input type="checkbox"/> Change <input type="checkbox"/> Addition

# ATTACHMENT ATTACHMENT

CHURCHILL DOWNS INCORPORATED  
Document No. F99000000579

50062853

Title Name Street Address City - State - Zip	D G. Watts Humphrey, Jr. 20 Stanwix Street Pittsburgh, PA 15222 <input type="checkbox"/> Change <input type="checkbox"/> Addition
Title Name Street Address City - State - Zip	D Susan E. Packard 9721 Sherrill Blvd. Knoxville, TN 37932 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
Title Name Street Address City - State - Zip	D Darrell R. Wells 4350 Brownsboro Road Louisville, KY 40207 <input type="checkbox"/> Change <input type="checkbox"/> Addition