

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 23, 1999 8:00 am
Secretary of State

08-23-1999 90004 001 *1,650.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P08488

1. Corporation Name

HILLHAVEN PROPERTIES, LTD., INC.

Principal Place of Business

501 SOUTH FOURTH AVENUE
STE 140
LOUISVILLE KY 40202
US

Mailing Address

501 S FOURTH AVENUE
STE 140
LOUISVILLE KY 40202
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

12/19/1985

4. FEI Number

41-1422212

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 the current year
Intangible Personal Property.



Yes



No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. 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

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 ☒ DELETE

NAME ~~CEO~~
~~LUNSFORD, BRUCE W~~
STREET ADDRESS ~~3300 PROVIDIAN CENTER~~
CITY-ST-ZIP ~~LOUISVILLE KY 40202~~

TITLE ☐ DELETE

NAME CFO
WESLEY, J TIMOTHY
STREET ADDRESS 501 S. FOURTH AVENUE
CITY-ST-ZIP LOUISVILLE KY 40202

TITLE ☒ DELETE

NAME VPE
BICKLEY, JOSEPH L
STREET ADDRESS 501 S FOURTH AVENUE
CITY-ST-ZIP LOUISVILLE KY 40202

TITLE ☒ DELETE

NAME OD
SCHOEPE, ANDREW L
STREET ADDRESS 501 S FOURTH AVENUE
CITY-ST-ZIP LOUISVILLE KY 40202

TITLE ☐ DELETE

NAME CFOD
MULLOY II, W PATRICK
STREET ADDRESS 501 S FOURTH AVENUE
CITY-ST-ZIP LOUISVILLE KY 40202

TITLE ☐ DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

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

(see attached list)

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

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.

SIGNATURE:

Cecilia Harris

8/13/99 502-719-2481

CR2E034 (5/99)

P08488
608553-90004-2

**HILLHAVEN PROPERTIES, LTD.
OFFICERS**

NAME	ADDRESS	TITLE
W. Patrick Mulloy, II	501 S. Fourth Ave., Louisville, KY 40202	President and Chief Executive Officer
J. Timothy Wesley	same	Chief Financial Operations and Secretary
Gary A. Smith, Sr.	same	Executive Vice President Operations
M.E. Costello	same	Executive Vice President Operations
Evan A. Kaplan	125 Froehlich Farm Blvd. Woodbury NY 11797	Executive Vice President Operations
Carmin D. Grandinetti	501 S. Fourth Ave. Louisville, KY 40202	Sr. Vice President and General Counsel
Sandy Allgeier	same	Sr. Vice President of Human Resources
John Jernejcic	same	Sr. Vice President of Construction
Mark D. Jessee	same	Sr. Vice President of Development
Joseph Bickley	same	Vice President of Finance
John N. Brislin	same	Vice President of Operations
Robert Brehl	same	Vice President and Controiler
Julie Harding	same	Vice President of Communications and Corporate Relations
Toni Clem	same	Vice President of Sales and Marketing
Renee Coyne	same	Director of Tax
Ellison Thomas	same	Divisional Vice President
Farron Bernhardt	same	Divisional Vice President
Mary Ellen McKeon	same	Divisional Vice President
Barbara Bradshaw	same	Vice President of Resident Services

PO8488
608553-9004-2

**HILLHAVEN PROPERTIES, LTD.
BOARD OF DIRECTORS**

W. Patrick Mulloy, II
Atria
501 S. Fourth Avenue, Suite 140
Louisville, KY 40202

J. Timothy Wesley
Atria
501 S. Fourth Avenue, Suite 140
Louisville, KY 40202

Rob Brehl
Atria
501 S. Fourth Avenue, Suite 140
Louisville, KY 40202