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May 08 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P16092 (9)
1. Corporation Name
COOPER COMMUNITIES, INC.



Principal Place of Business
1801 FOREST HILLS BLVD
BELLA VISTA AR 72714-2399

Mailing Address
1801 FOREST HILLS BLVD
BELLA VISTA AR 72714-2399

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/24/1987	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 71-0619331	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN	
TITLE	PD MCMENNAMY, ROGER N 1801 FOREST HILLS BLVD BELLA VISTA AR	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/>
NAME	VD BASORE, J NEFF 1801 FOREST HILLS BLVD BELLA VISTA AR	1.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/>
STREET ADDRESS	SV SMITH, RICHARD H 1801 FOREST HILLS BLVD BELLA VISTA AR	1.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/>
CITY-ST-ZIP	TV NEAL, JASPER T. 1801 FOREST HILLS BLVD BELLA VISTA AR	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/>
	CD COOPER, JOHN A, JR 1801 FOREST HILLS BLVD BELLA VISTA AR	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/>
	V DIAL, MICHAEL C 1801 FOREST HILLS BLVD BELLA VISTA AR	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/>
		2.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/>
		2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/>
		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/>
		3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/>
		3.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/>
		3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/>
		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/>
		4.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/>
		4.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/>
		4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/>
		5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/>
		5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/>
		5.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/>
		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/>
		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/>
		6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/>
		6.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/>
		6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/>

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

OFFICERS
COOPER COMMUNITIES, INC.

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE</u>
John A. Cooper, Jr.	Chairman of the Board President & CEO (501) 855-5011	5 Bella Vista Way Bella Vista, AR 72714 (501) 855-3511
J. Neff Basore, Jr.	Vice President (501) 855-3776	10 Nottingham Circle Bella Vista, AR 72714 (501) 855-3443
Randy Brucker	Vice President (501) 855-5192	8 Emanuel Place Hot Springs Village AR 71909 (501) 922-1833
Daniel W. Cooper	Vice President (501) 855-5191	152 Chuniloti Way Loudon, Tn 37774 (423) 458-6531
Michael C. Dial	Sr. Vice President & Chief Financial Officer (501) 855-5014	20 Howard Place Brush Creek Rogers, AR 72756 (501) 636-2573
Richard H. Meads	Controller (501) 855-5152	123 San Jose Drive Springdale, AR 72764 (501) 756-0046
Jasper T. Neal, Jr.	Vice President & Treasurer	8 Dunedin Circle Bella Vista, AR 72739 (501) 855-0628
Gary L. Newman	Vice President (501) 855-5010	2300 SW Second St. Bentonville, AR 72712 (501) 273-5363
Dewitt Smith	Vice President (864) 391-2151	409 Gatewood Drive Greenwood, SC 29649 (864) 229-0781
Richard H. Smith	Sr. Vice President, Secretary and General Counsel (501) 855-5008	1 Creekwood Hill Rogers, AR 72756 (501) 636-7722

All terms expire on annual meeting date in 1998.

DIRECTORS
COOPER COMMUNITIES, INC.

<u>NAME</u>	<u>ADDRESS</u>
J. Neff Basore, Jr.	10 Nottingham Circle Bella Vista, AR 72714
John A. Cooper, Jr. Chairman of the Board	5 Bella Vista Way Bella Vista, AR 72714
Jerry D. Jackson	1505 Nashville Avenue New Orleans, LA 70115
Wayne E. Sheneman	P. O. Box 5128 Bella Vista, AR 72714
Michael R. Smith	No. 5 Longfellow Circle Little Rock, AR 72207
Philip R. Zanone	4108 Gwynne Road Memphis, TN 38117