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Feb 17, 1999 8:00 am
Secretary of State

02-17-1999 90054 004 ****61.25

NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P14170

1. Corporation Name
SAFER FOUNDATION, INC.

Principal Place of Business 571 WEST JACKSON BLVD. CHICAGO IL 60661	Mailing Address 571 WEST JACKSON BLVD. CHICAGO IL 60661
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	3. Date Incorporated or Qualified 04/24/1987	4. FEI Number 36-2762168 Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
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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
85 Zip Code

FL

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	ACD	<input type="checkbox"/> DELETE
NAME	KANTER, ALLEN	
STREET ADDRESS	571 W. JACKSON BLVD	
CITY-ST-ZIP	CHICAGO IL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	FAULHABER, JOHN	
STREET ADDRESS	571 WEST JACKSON BLVD.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MARTIN, BENJAMIN	
STREET ADDRESS	571 WEST JACKSON BLVD.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	SIEGEL, ARNOLD	
STREET ADDRESS	571 WEST JACKSON BLVD.	
CITY-ST-ZIP	CHICAGO IL	
TITLE	DO	<input type="checkbox"/> DELETE
NAME	STEPHEN GORNLY	
STREET ADDRESS	571 W JACKSON	
CITY-ST-ZIP	CHICAGO IL 60661	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Stephen T. Gornly 1-15-99 312-922-8491
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

0081591
CR2E037 (11/98)