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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

DO NOT WRITE IN THIS SPACE.

CORPORATION ANNUAL REPORT 1995



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

DOCUMENT # P29129 (4)

1. Corporation Name
ARVIDA/JMB MANAGERS-II, INC.

Principal Place of Business Mailing Address

**900 NORTH MICHIGAN AVENUE
CHICAGO IL 60611** **900 NORTH MICHIGAN AVENUE
CHICAGO IL 60611**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/30/1990	3a. Date of Last Report 04/26/1994
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 36-3554520	Applied For <input type="checkbox"/> Not Applicable
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 has liability for intangible tax under S. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

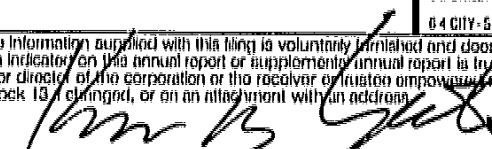
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				01	Name		
				02	Street Address (P.O. Box Number is Not Acceptable)		
				03			
				04	City	FL	05

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 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLUHM, NEIL G.	1.2 NAME	
STREET ADDRESS	900 N. MICHIGAN AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, TED R.	2.2 NAME	
STREET ADDRESS	7900 GLADES ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	2.4 CITY-ST-ZIP	
TITLE	SAV	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YATES, KEVIN B.	3.2 NAME	
STREET ADDRESS	900 N. MICHIGAN AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONAHUE, VINCENT P.	4.2 NAME	
STREET ADDRESS	7900 GLADES ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplementary 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 make the report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, unchanged, or in an attachment with an address.

SIGNATURE:  **2-17-95**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

KEVIN B. YATES, AVP+SEC. DATE: **2-17-95** (Type in 1995)

312-915-1936