


**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Apr 24 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P29129 (4)**  
 1. Corporation Name  
**ARVIDA/JMB MANAGERS-II, INC.**

Principal Place of Business <b>900 NORTH MICHIGAN AVENUE                  CHICAGO IL 60611</b>	Mailing Address <b>900 NORTH MICHIGAN AVENUE                  CHICAGO IL 60611</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>04/30/1990</b>	
21. Suite, Apt #, etc.	22. City & State	26. Suite, Apt #, etc.	27. City & State	4. FEI Number <b>36-3554520</b>	Applied For <input type="checkbox"/> Not Applicable
23. Zip	24. Country	28. Zip	29. Country	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
25. Country		30. Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM                  1200 SOUTH PINE ISLAND ROAD                  PLANTATION FL 33324</b>				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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>P BLUHM, NEIL G.</b>	1.2 NAME	
STREET ADDRESS	<b>900 N. MICHIGAN AVENUE</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>V LOVELETTE, STEPHEN A.</b>	2.2 NAME	
STREET ADDRESS	<b>900 N. MICHIGAN AVE.</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>S NIELSON, PAUL C.</b>	3.2 NAME	
STREET ADDRESS	<b>900 N. MICHIGAN AVE.</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>D NICKELE, GARY</b>	4.2 NAME	
STREET ADDRESS	<b>900 N. MICHIGAN AVE.</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CHICAGO IL</b>	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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 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: *Karen M. O'Mahoney* Karen M. O'Mahoney 4/8/98 (312)915-1969

CR2E034 (10/97)

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**OFFICERS AND DIRECTORS**

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**Arvida/JMB Managers-II, Inc.****1**

<b>Name and Office</b>	<b>Business Address</b>	<b>Home Address</b>
Barber, H. Rigel Vice President	900 N. Michigan Avenue, Chicago, IL 60611	321 W. Menomonee, Chicago, IL 60614
Bluhm, Neil G. President	900 N. Michigan Avenue, Chicago, IL 60611	900 N. Michigan Avenue, Chicago, IL 60611-1575
Gluskin, Jeffrey Vice President	900 N. Michigan Avenue, Chicago, IL 60611	1308 Hidden Lake Drive, Buffalo Grove, IL 60089
Hull, Gallen J. Vice President	900 N. Michigan Avenue, Chicago, IL 60611	395 Rosewood Avenue, Winnetka, IL 60093
Kogen, Howard Treasurer Vice President	900 N. Michigan Avenue, Chicago, IL 60611	1200 Lindenwood Drive, Winnetka, IL 60093
Lovelett, Stephen A. Vice President	900 N. Michigan Avenue, Chicago, IL 60611	2038 Butternut Lane, Northbrook, IL 60062
Maikn, Judd D. Chairman	900 N. Michigan Avenue, Chicago, IL 60611	900 N. Michigan Avenue, Chicago, IL 60611-1575
Nickele, Gary Director Vice President	900 N. Michigan Avenue, Chicago, IL 60611	717 Edgemont Lane, Park Ridge, IL 60068
Nielsen, Paul C. Secretary	900 N. Michigan Avenue, Chicago, IL 60611	21021 Prestwick Dr., Barrington, IL 60010
O'Mahoney, Karen M. Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	2224 Seminary 2R, Chicago, IL 60614
Quinn, Dennis M. Assistant Secretary Vice President	900 N. Michigan Avenue, Chicago, IL 60611	1221 Greenwood Avenue, Evanston, IL 60201
Schwartz, Kimberly Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	405 N. Wabash #2202, Chicago, IL 60611
Weyer, Joan L. Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	55 West Erie Street, Apt. 1E, Chicago, IL 60610