

# SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 - (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY - Make check payable to Kentucky State Treasurer - Mail both annual report form and check to BREMER ENHLEB, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2648).

RECORD #: 74781

DUE: June 30, 1991

FILING FEE: 15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

GSD, INC.  
ATTN: TAX DEPT.  
P. O. BOX 1438  
LOUISVILLE, KY. 40201-1438

053582

(3) STATE OF INCORPORATION:

KENTUCKY

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

(4) DATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY:

09-26-77

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

C. T. CORP. SYS.  
KY. HOME LIFE BLDG., RM. 1102  
LOUISVILLE, KY. 40202

RECEIVED

A corporation may change its registered office or registered agent by filing a statement of change of office or agent per KRS 271B.5-020 (profit) and KRS 273.184 (non-profit). Forms are available by checking the request block below or visiting the Secretary of State's office.

SECRETARY OF STATE  
COMMONWEALTH OF KY  
PLEASE SEND FORMS!

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

List below names and business address of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

PRESIDENT \_\_\_\_\_  
VICE PRESIDENT \_\_\_\_\_  
SECRETARY \_\_\_\_\_  
TREASURER \_\_\_\_\_  
OTHER \_\_\_\_\_

SEE SCHEDULE  
ATTACHED

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE).

AUTHORIZED SIGNATURE George Bowen TITLE V.P. - TAX PHONE (502) 580-1000

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274.105 Requires the names and addresses of all shareholders in addition to the directors and principal officers.

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE \_\_\_\_\_

March 7, 1991

**OFFICERS AND DIRECTORS  
OF  
GSD, INC.**

**David A. Jones**

**Chief Executive Officer**

**The Humana Building  
500 West Main Street  
P.O. Box 1438  
Louisville, KY 40201-1438**

**\*Wendell Cherry**

**Vice Chairman**

**\*Carl F. Pollard**

**President and  
Chief Operating Officer**

**\*William C. Ballard Jr.**

**Executive Vice President -  
Finance and Administration**

**Thomas J. Flynn**

**Executive Vice President  
and General Counsel**

**W. Roger Drury**

**Senior Vice President - Finance**

**David G. Laird**

**Senior Vice President - Administration**

**H. Linden McLellan**

**Senior Vice President -  
Facility Management**

**David G. Anderson**

**Vice President - Finance  
and Treasurer**

**George G. Bauerafeind**

**Vice President - Taxes**

**Glen D. Boxmeyer**

**Vice President,  
Associate General Counsel  
and Assistant Secretary**

**James W. Doucette**

**Vice President - Investment  
Management**

**Phillip B. Douglas**

**Vice President - Development**

**W. Douglas Heisler**

**Vice President - Design and  
Construction**

**Michael A. Hendricks**

**Vice President - Real Estate**

**James D. Hinton**

**Vice President - Insurance**

**Arthur P. Hipwell**

**Vice President and  
Associate General Counsel**

**Walter E. Neely**

**Vice President,  
Associate General Counsel  
and Assistant Secretary**

**James C. Olsen**

**Vice President - Materials Management**

**(Kentucky)**

**GSD, INC.**

**Esthleen Pellegrino**

**Vice President and  
Associate General Counsel**

**The Humana Building  
500 West Main Street  
P.O. Box 1438  
Louisville, KY 40201-1438**

**Paul Shoemaker**

**Vice President - Prospective  
Payment Systems**

"

**Alice F. Newton**

**Secretary**

"

**Joan O. Kroger**

**Associate Secretary**

"

**Darlene A. Curlee**

**Assistant Secretary**

"

**\*Directors**