



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 101715		2. Name of Corporation AvalonBay Communities, Inc.			
3. Street Address Principal Business Office 2900 EISENHOWER AVENUE SUITE 300			City ALEXANDRIA	State VA	Zip 22314
4. Business Phone No. 703-329-6300		5. State of Incorporation MARYLAND			6. SIC Code 34
7. Brief Description of the Character of Business Conducted in Rhode Island REAL ESTATE INVESTMENT TRUST					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name BRYCE BLAIR			Vice President Name THOMAS J. SARGEANT		
Street Address 2900 EISENHOWER AVENUE SUITE 300			Street Address 2900 EISENHOWER AVENUE SUITE 300		
City ALEXANDRIA	State VA	Zip 22314	City ALEXANDRIA	State VA	Zip 22314
Secretary Name EDWARD M. SCHULMAN			Treasurer Name THOMAS J. SARGEANT		
Street Address 2900 EISENHOWER AVENUE SUITE 300			Street Address 2900 EISENHOWER AVENUE SUITE 300		
City ALEXANDRIA	State VA	Zip 22314	City ALEXANDRIA	State VA	Zip 22314
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name BRYCE BLAIR			Director Name BRUCE A. CHDATE		
Street Address 2900 EISENHOWER AVENUE SUITE 300			Street Address 2900 EISENHOWER AVENUE SUITE 300		
City ALEXANDRIA	State VA	Zip 22314	City ALEXANDRIA	State VA	Zip 22314
Director Name JOHN J. HEALY, JR.			Director Name GILBERT M. MEYER		
Street Address 2900 EISENHOWER AVENUE SUITE 300			Street Address 2900 EISENHOWER AVENUE SUITE 300		
City ALEXANDRIA	State VA	Zip 22314	City ALEXANDRIA	State VA	Zip 22314
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
210,000,000	\$0.01 PAR VALUE		72,582,076	COMMON	\$0.01
			4,000,000	PREFERRED H	\$0.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



101715

File Date 1-20-05
Check No. 66206
By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/11/05
Signature of Officer Date
Edward M. Schulman
Print or Type Name of Officer
Senior VP, General Counsel & Secretary
Title of Officer

**AvalonBay Communities, Inc.
Officers**

CORP ID #
101715

NAME	TITLE	ADDRESS
Bryce Blair	Chairman, Chief Executive Officer & President	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Timothy J. Naughton	Chief Operating Officer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Thomas J. Sargeant	Executive Vice President – Chief Financial Officer & Treasurer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Samuel B. Fuller	Executive Vice President – Development/Construction	220 Elm Street Suite 200 New Canaan, CT 06840
Leo S. Horey	Executive Vice President - Property Operations	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Charlene Rothkopf	Executive Vice President – Human Resources	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
David W. Bellman	Senior Vice President – Construction	535 Fifth Avenue 17 th Floor New York, NY 10017
Jonathan B. Cox	Senior Vice President – Development	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Lili F. Dunn	Senior Vice President – Investments	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Frederick S. Harris	Senior Vice President – Development	535 Fifth Avenue 17 th Floor New York, NY 10017
Joanne M. Lockridge	Senior Vice President – Finance, Assistant Treasurer and Assistant Secretary	220 Elm Street Suite 200 New Canaan, CT 06840
William M. McLaughlin	Senior Vice President – Development	1250 Hancock Street Suite 804N Quincy, MA 02169
J. Richard Morris	Senior Vice President – Construction	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Edward M. Schulman	Senior Vice President – General Counsel & Secretary	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Stephen W. Wilson	Senior Vice President – Development	400 Race Street Suite 200 San Jose, CA 95126
Miguel A. Azua	Vice President – Controller	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Shannon E. Brennan	Vice President – Property Operations and Customer Service	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314

Sean J. Breslin	Vice President - Investments	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Alfred Brockunier	Vice President - Construction	535 Fifth Avenue 17 th Floor New York, NY 10017
Darren R. Carrington	Vice President - Investments	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Deborah A. Coombs	Vice President - Property Operations	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Scott W. Dale	Vice President - Development	1250 Hancock Street Suite 804N Quincy, MA 02169
Mark J. Forlenza	Vice President - Development	220 Elm Street Suite 200 New Canaan, CT 06840
Dirk V. Herrman	Vice President - Chief Marketing Officer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Ronald S. Ladell	Vice President - Development	Woodbridge Place 517 Route One South Suite 5500 Iselin, NJ 08830
Lyn C. Lansdale	Vice President - Strategic Business Services	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Janice A. Miner	Vice President - Property Operations	220 Elm Street Suite 200 New Canaan, CT 06840
Kevin P. O'Shea	Vice President - Finance	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Christopher L. Payne	Vice President - Development	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Lawrence A. Scott	Vice President - Development	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Sean P. Sullivan	Vice President - Property Operations	535 Fifth Avenue 17 th Floor New York, NY 10017
John E. Townsend	Vice President - Construction	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Bernard J. Ward	Vice President - Property Operations	4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129
Matthew B. Whalen	Vice President - Development	425 Broad Hollow Road Suite 101 Melville, NY 11747
James R. Willden	Vice President - Engineering	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314

CORP ID #
101715

AvalonBay Communities, Inc.
Board of Directors

NAME	ADDRESS
Employee Director:	
Bryce Blair Chairman, Chief Executive Officer & President	AvalonBay Communities, Inc. 2900 Eisenhower Avenue, Suite 300 Alexandria, VA 22314
Independent Directors:	
Bruce A. Choate	2900 Eisenhower Avenue, Suite 300 Alexandria, VA 22314
John J. Healy, Jr.	2900 Eisenhower Avenue, Suite 300 Alexandria, VA 22314
Gilbert M. Meyer	2900 Eisenhower Avenue, Suite 300 Alexandria, VA 22314
Charles D. Pecbler, Jr.	2900 Eisenhower Avenue, Suite 300 Alexandria, VA 22314
Lance R. Primis	2900 Eisenhower Avenue, Suite 300 Alexandria, VA 22314
Allan D. Schuster	2900 Eisenhower Avenue, Suite 300 Alexandria, VA 22314
Amy P. Williams	2900 Eisenhower Avenue, Suite 300 Alexandria, VA 22314



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(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No 101715		2. Name of Corporation AvalonBay Communities, Inc.		
3. Street Address Principal Business Office 2900 Eisenhower Avenue, 3rd Floor		City Alexandria	State VA	Zip 22314
4. Business Phone No. 703-329-6300		5. State of Incorporation MARYLAND		6. SIC Code 34
7. Brief Description of the Character of Business Conducted in Rhode Island REAL ESTATE INVESTMENT TRUST				
8. NAMES AND ADDRESSES OF THE OFFICERS: (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Bryce Blair		Vice President Name Thomas J. Sargeant		
Street Address 2900 Eisenhower Avenue, 3rd Floor		Street Address 2900 Eisenhower Avenue, 3rd Floor		
City Alexandria	State VA	Zip 22314	City Alexandria	State VA
Secretary Name Edward M. Schulman		Treasurer Name Thomas J. Sargeant		
Street Address 2900 Eisenhower Avenue, 3rd Floor		Street Address 2900 Eisenhower Avenue, 3rd Floor		
City Alexandria	State VA	Zip 22314	City Alexandria	State VA
9. NAMES AND ADDRESSES OF THE DIRECTORS: (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Bryce Blair		Director Name Bruce A. Choate		
Street Address 2900 Eisenhower Avenue, 3rd Floor		Street Address 2900 Eisenhower Avenue, 3rd Floor		
City Alexandria	State VA	Zip 22314	City Alexandria	State VA
Director Name John J. Healy, Jr.		Director Name Gilbert M. Meyer		
Street Address 2900 Eisenhower Avenue, 3rd Floor		Street Address 2900 Eisenhower Avenue, 3rd Floor		
City Alexandria	State VA	Zip 22314	City Alexandria	State VA
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES		ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
210,000,000	\$0.01 PAR VALUE		68,149,232	Common
			4,000,000	Preferred H
				\$0.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 7 1 5 *

File Date 1-16-04
Check No. 0565798
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/14/04
Signature of Officer Date
Edward M. Schulman
Print or Type Name of Officer
Senior Vice President, General Counsel & Secretary
Title of Officer

**AvalonBay Communities, Inc.
Officers**

*Corporate I.D.
101715*

NAME	TITLE	ADDRESS
Bryce Blair	Chairman, Chief Executive Officer & President	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Timothy J. Naughton	Chief Operating Officer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Thomas J. Sargeant	Executive Vice President – Chief Financial Officer & Treasurer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Samuel B. Fuller	Executive Vice President – Development/Construction	220 Elm Street Suite 200 New Canaan, CT 06840
Leo S. Horey	Executive Vice President – Property Operations	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Charlene Rothkopf	Executive Vice President – Human Resources	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
David W. Bellman	Senior Vice President – Construction	535 Fifth Avenue 17 th Floor New York, NY 10017
Jonathan B. Cox	Senior Vice President – Development	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Lili F. Dunn	Senior Vice President – Investments	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Frederick S. Harris	Senior Vice President – Development	535 Fifth Avenue 17 th Floor New York, NY 10017
Joanne M. Lockridge	Senior Vice President – Finance, Assistant Treasurer and Assistant Secretary	220 Elm Street Suite 200 New Canaan, CT 06840
William M. McLaughlin	Senior Vice President – Development	1250 Hancock Street Suite 804N Quincy, MA 02169
J. Richard Morris	Senior Vice President – Construction	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Edward M. Schulman	Senior Vice President – General Counsel & Secretary	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Stephen W. Wilson	Senior Vice President – Development	400 Race Street Suite 200 San Jose, CA 95126
Miguel A. Azua	Vice President – Controller	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314

Shannon E. Brennan	Vice President – Property Operations and Customer Service	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Sean J. Breslin	Vice President - Investments	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Alfred Brockunier	Vice President – Construction	535 Fifth Avenue 17 th Floor New York, NY 10017
Deborah A. Coombs	Vice President – Property Operations	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Scott W. Dale	Vice President – Development	1250 Hancock Street Suite 804N Quincy, MA 02169
Mark J. Forlenza	Vice President – Development	220 Elm Street Suite 200 New Canaan, CT 06840
Dirk V. Herrman	Vice President – Chief Marketing Officer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Ronald S. Ladell	Vice President – Development	Woodbridge Place 517 Route One South Suite 5500 Iselin, NJ 08830
Lyn C. Lansdale	Vice President – Strategic Business Services	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Janice A. Miner	Vice President – Property Operations	220 Elm Street Suite 200 New Canaan, CT 06840
Kevin P. O'Shea	Vice President – Finance	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Christopher L. Payne	Vice President – Development	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Lawrence A. Scott	Vice President – Development	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Sean P. Sullivan	Vice President – Property Operations	535 Fifth Avenue 17 th Floor New York, NY 10017
John E. Townsend	Vice President – Construction	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Bernard J. Ward	Vice President – Property Operations	4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129
Matthew B. Whalen	Vice President – Development	425 Broad Hollow Road Suite 101 Melville, NY 11747
James R. Willden	Vice President – Engineering	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314

Corporate I.D.
#101715

AvalonBay Communities, Inc.

**Board of Directors Membership
as of May 14, 2003**

<u>Director</u>	<u>Address</u>
<u>Employee Director:</u>	
Bryce Blair (Chairman)	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
<u>Independent Directors:</u>	
Bruce A. Choate	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
John J. Healy, Jr.	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Gilbert M. Meyer	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Charles D. Peebler, Jr.	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Lance R. Primis	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Allan D. Schuster	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Amy P. Williams	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314



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3. Street Address Principal Business Office 2900 Eisenhower Avenue, 3rd Floor City Alexandria State VA Zip 22314
4. Business Phone No. 703 329-6300 5. State of Incorporation MARYLAND 6. SIC Code 34

7. Brief Description of the Character of Business Conducted in Rhode Island
Real estate development and management

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

<p>President Name <u>Bryce Blair</u> Street Address <u>2900 Eisenhower Avenue, 3rd Floor</u> City <u>Alexandria</u> State <u>VA</u> Zip <u>22314</u></p> <p>Secretary Name <u>Edward M. Schulman</u> Street Address <u>2900 Eisenhower Avenue, 3rd Floor</u> City <u>Alexandria</u> State <u>VA</u> Zip <u>22314</u></p>	<p>Vice President Name <u>Thomas J. Sargeant</u> Street Address <u>2900 Eisenhower Avenue, 3rd Floor</u> City <u>Alexandria</u> State <u>VA</u> Zip <u>22314</u></p> <p>Treasurer Name <u>Thomas J. Sargeant</u> Street Address <u>2900 Eisenhower Avenue, 3rd Floor</u> City <u>Alexandria</u> State <u>VA</u> Zip <u>22314</u></p>
--	--

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

<p>Director Name <u>Bryce Blair</u> Street Address <u>2900 Eisenhower Avenue, 3rd Floor</u> City <u>Alexandria</u> State <u>VA</u> Zip <u>22314</u></p> <p>Director Name <u>John J. Healy, Jr.</u> Street Address <u>2900 Eisenhower Avenue, 3rd Floor</u> City <u>Alexandria</u> State <u>VA</u> Zip <u>22314</u></p>	<p>Director Name <u>Bruce A. Choate</u> Street Address <u>2900 Eisenhower Avenue, 3rd Floor</u> City <u>Alexandria</u> State <u>VA</u> Zip <u>22314</u></p> <p>Director Name <u>Gilbert M. Meyer</u> Street Address <u>4340 Stevens Creek Boulevard #275</u> City <u>San Jose</u> State <u>CA</u> Zip <u>95129</u></p>
--	--

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
<u>210,000,000</u>	<u>\$.01 PAR VALUE</u>	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
<u>68,202,926</u>	<u>Common</u>	<u>\$0.01</u>
<u>7,267,700</u>	<u>Preferred</u>	<u>\$0.01</u>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 7 1 5 *

File Date: 2/10/03
Check No.: 0456879
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1-29-03
Signature of Officer Date
Edward M. Schulman
Print or Type Name of Officer
Vice President, General Counsel & Secretary
Title of Officer

AvalonBay Communities, Inc.
Officers

NAME	TITLE	BUSINESS ADDRESS
Bryce Blair	Chairman, Chief Executive Officer & President	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Thomas J. Sargeant	Executive Vice President – Chief Financial Officer & Treasurer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Timothy J. Naughton	Chief Operating Officer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Samuel B. Fuller	Executive Vice President – Development/Construction	220 Elm Street Suite 200 New Canaan, CT 06840
Leo S. Horey	Senior Vice President – Property Operations	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
James R. Liberty	Senior Vice President – Construction	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Charlene Rothkopf	Senior Vice President – Human Resources	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
David W. Bellman	Regional Vice President – Construction	535 Fifth Avenue 18 th Floor New York, NY 10017
Matthew H. Birenbaum	Regional Vice President – Development	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Gwyneth Jones Coté	Regional Vice President – Property Operations	Woodbridge Place 517 Route One South Suite 5500 Iselin, NJ 08830
Lili F. Dunn	Regional Vice President – Investments	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
William M. McLaughlin	Regional Vice President – Development	1250 Hancock Street Suite 804N Quincy, MA 02169
J. Richard Morris	Regional Vice President – Construction	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Stephen W. Wilson	Regional Vice President – Development	4340 Stevens Creek Blvd., Suite 275 San Jose, CA 95129
Tracy B. Appelbaum	Vice President – Development	535 Fifth Avenue 18 th Floor New York, NY 10017

Miguel A. Azua	Vice President – Controller	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Shannon E. Brennan	Vice President – Customer Service	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Sean J. Breslin	Vice President - Investments	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Scott W. Dale	Vice President – Development	1250 Hancock Street Suite 804N Quincy, MA 02169
Mark J. Forlenza	Vice President – Development	220 Elm Street, Suite 200 New Canaan, CT 06840
Frederick S. Harris	Vice President -- Development	535 Fifth Avenue 18 th Floor New York, NY 10017
Dirk V. Herrman	Vice President – Chief Marketing Officer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
David L. Kirzinger	Vice President – Property Operations	11808 Northup Way Suite W311 Bellevue, WA 98005
Ronald S. Ladell	Vice President – Development	Woodbridge Place 517 Route One South Suite 5500 Iselin, NJ 08830
Lyn C. Lansdale	Vice President – Strategic Business Services	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Joanne M. Lockridge	Vice President - Finance, Assistant Treasurer and Assistant Secretary	220 Elm Street Suite 200 New Canaan, CT 06840
Janice A. Miner	Vice President – Property Operations	220 Elm Street Suite 200 New Canaan, CT 06840
Edward M. Schulman	Vice President – General Counsel & Secretary	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Lawrence A. Scott	Vice President -- Development	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Bernard J. Ward	Vice President – Property Operations	4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129
James R. Willden	Vice President – Engineering	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314

AvalonBay Communities, Inc.

**Board of Directors Membership
as of May 7, 2002**

<u>Director</u>	<u>Address</u>
<u>Employee Director:</u>	
Bryce Blair (Chairman)	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
<u>Independent Directors:</u>	
Bruce A. Choate	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
John J. Healy, Jr.	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Gilbert M. Meyer	4340 Stevens Creek Blvd., #275 San Jose, CA 95129
Charles D. Peebler, Jr.	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Lance R. Primis	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Allan D. Schuster	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314
Amy P. Williams	2900 Eisenhower Avenue, 3 rd Floor Alexandria, VA 22314



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(FORM MUST BE TYPED IN BLACK)

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3. Street Address Principal Business Office 2900 Eisenhower Avenue, 3rd Floor City Alexandria State VA Zip 22314

4. Business Phone No. (703) 329-6300 5. State of Incorporation MARYLAND 6. SIC Code 34

7. Brief Description of the Character of Business Conducted in Rhode Island
Real Estate Development & Management

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Bryce Blair
Street Address 2900 Eisenhower Avenue, 3rd Floor
City Alexandria State VA Zip 22314

Vice President Name Thomas J. Sargeant
Street Address 2900 Eisenhower Avenue, 3rd Floor
City Alexandria State VA Zip 22314

Secretary Name Edward M. Schulman
Street Address 2900 Eisenhower Avenue, 3rd Floor
City Alexandria State VA Zip 22314

Treasurer Name Thomas J. Sargeant
Street Address 2900 Eisenhower Avenue, 3rd Floor
City Alexandria State VA Zip 22314

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Bryce Blair
Street Address 2900 Eisenhower Avenue, 3rd Floor
City Alexandria State VA Zip 22314

Director Name Bruce A. Choate
Street Address 2900 Eisenhower Avenue, 3rd Floor
City Alexandria State VA Zip 22314

Director Name John J. Healy, Jr.
Street Address 2900 Eisenhower Avenue, 3rd Floor
City Alexandria State VA Zip 22314

Director Name Gilbert M. Meyer
Street Address 4340 Stevens Creek Boulevard, #275
City San Jose State CA Zip 95129

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	140,000,000	Common	\$.01 par value
	50,000,000	Preferred	.01 par value
	20,000,000	Excess	.01 par value

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	68,713,384	Common	\$687,133 or .01 par value
	9,567,7000	Preferred	95,677 or .01 par value
	0	Excess	0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 7 1 5 *

File Date: 5-1-02
Check No.: 356632
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 4/19/02
Signature of Officer Edward M. Schulman Date

Vice President, General Counsel & Secretary
Title of Officer

OFFICERS

NAME	TITLE	BUSINESS ADDRESS
Bryce Blair	Chairman, President & Chief Executive Officer	1250 Hancock St. Suite 804N Quincy, MA 02169
Thomas J. Sargeant	Executive Vice President- Chief Financial Officer & Treasurer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Timothy J. Naughton	Chief Operating Officer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Samuel B. Fuller	Executive Vice President- Development/Construction	15 River Road Suite 210 Wilton, CT 06897
Leo S. Horey	Senior Vice President- Property Operations	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
James R. Liberty	Senior Vice President- Construction	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660
Charlene Rothkopf	Senior Vice President- Human Resources	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
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J. Richard Morris	Regional Vice President- Construction	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314

OFFICERS

Tracy B. Appelbaum	Vice President-Development	535 Fifth Avenue 18 th Floor New York, NY 10017
Miguel A. Azua	Vice President-Controller	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Walter W. Braun	Vice President-Construction	11808 Northup Way Suite W311 Bellevue, WA 98005
Shannon E. Brennan	Vice President-Customer Service	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Scott W. Dale	Vice President-Development	1250 Hancock St. Suite 804N Quincy, MA 02169
Frederick S. Harris	Vice President-Development	535 Fifth Avenue 18 th Floor New York, NY 10017
Dirk V. Herrman	Vice President-Chief Marketing Officer	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Andrew C. Kilbourne	Vice President-Strategic Technology Initiatives	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
David L. Kirzinger	Vice President-Property Operations	11808 Northup Way Suite W311 Bellevue, WA 98005
Lyn C. Lansdale	Vice President-Strategic Business Services	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Joanne M. Lockridge	Vice President-Finance	15 River Road Suite 210 Wilton, CT 06897
Janice A. Miner	Vice President-Property Operations	15 River Road Suite 210 Wilton, CT 06897
Edward M. Schulman	Vice President-General Counsel & Secretary	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Lawrence A. Scott	Vice President-Development	4440 Von Karman Avenue Suite 300 Newport Beach, CA 92660

OFFICERS

Gary S. Steinfeld	Vice President-Development	Woodbridge Place 517 Route One South Suite 5500 Iselin, NJ 08830
Bernard J. Ward	Vice President-Property Operations	4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129
James R. Willden	Vice President-Engineering	2900 Eisenhower Avenue Suite 300 Alexandria, VA 22314
Stephen W. Wilson	Vice President-Development	11808 Northup Way Suite W311 Bellevue, WA 98005

AvalonBay Communities, Inc.
 Composition of the Full Board of Directors as of May 11, 2001

Employee Director:	
Richard Michaux	2900 Eisenhower Ave. 3 rd Floor, Alexandria, VA 22314
Bryce Blair	2900 Eisenhower Ave. 3 rd Floor, Alexandria, VA 22314
Independent Directors:	
Bruce A. Choate	2900 Eisenhower Ave. 3 rd Floor, Alexandria, VA 22314
John J. Healy, Jr.	2900 Eisenhower Ave. 3 rd Floor, Alexandria, VA 22314
Gilbert M. Meyer	4340 Stevens Creek Blvd. Suite 275, San Jose, CA 95129
Charles D. Peebler, Jr.	2900 Eisenhower Ave. 3 rd Floor, Alexandria, VA 22314
Lance R. Primis	2900 Eisenhower Ave. 3 rd Floor, Alexandria, VA 22314
Allan D. Schuster	2900 Eisenhower Ave. 3 rd Floor, Alexandria, VA 22314
Amy P. Williams	2900 Eisenhower Ave. 3 rd Floor, Alexandria, VA 22314



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **101715** 2. Name of Corporation **AvalonBay Communities, Inc.**

3. Street Address Principal Business Office **2900 Eisenhower Avenue, 3rd Floor** City **Alexandria** State **VA** Zip **22314**
4. Business Phone No. **(703) 329-6300** 5. State of Incorporation **MARYLAND** 6. SIC Code **34**

7. Brief Description of the Character of Business Conducted in Rhode Island
Real Estate Development & Management

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **X**FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **Bryce Blair**
Street Address **2900 Eisenhower Avenue, 3rd Floor**
City **Alexandria** State **VA** Zip **22314**

Vice President Name **Thomas J. Sargeant**
Street Address **2900 Eisenhower Avenue, 3rd Floor**
City **Alexandria** State **VA** Zip **22314**

Secretary Name **Edward M. Schulman**
Street Address **2900 Eisenhower Avenue, 3rd Floor**
City **Alexandria** State **VA** Zip **22314**

Treasurer Name **Thomas J. Sargeant**
Street Address **2900 Eisenhower Avenue, 3rd Floor**
City **Alexandria** State **VA** Zip **22314**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **X**FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **Richard L. Michaux**
Street Address **2900 Eisenhower Avenue, 3rd Floor**
City **Alexandria** State **VA** Zip **22314**

Director Name **Bruce A. Choate**
Street Address **2900 Eisenhower Avenue, 3rd Floor**
City **Alexandria** State **VA** Zip **22314**

Director Name **Michael A. Futterman**
Street Address **2900 Eisenhower Avenue, 3rd Floor**
City **Alexandria** State **VA** Zip **22314**

Director Name **Gilbert M. Meyer**
Street Address **4340 Stevens Creek Boulevard #275**
City **San Jose** State **CA** Zip **95129**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
140,000,000 Common \$.01 par value
50,000,000 Preferred .01 par value
20,000,000 Excess .01 par value

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
67,191,542 Common \$671,915 or .01 par value
18,322,700 Preferred 183,227 or .01 par value
0 Excess 0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 7 1 5 *

File Date: 4-2-01
Check No.: 216814
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 3/22/01
Signature of Officer Date

EDWARD M. SCHULMAN
Print or Type Name of Officer
VP-GENERAL COUNSEL'S SECRETARY
Title of Officer

AvalonBay Communities, Inc.

**Composition of the Full Board of Directors
as of May 11, 2000**

Employee Directors

Richard L. Michaux

Independent Directors

Bruce A. Choate
Michael A. Futterman
John J. Healy, Jr.
Gilbert M. Meyer
Brenda J. Mixson
Lance R. Primis
Allan D. Schuster

AvalonBay Communities, Inc.

Officers (2-26-01)

Richard L. Michaux	Executive Chairman of the Board of Directors
Bryce Blair	Chief Executive Officer and President
Timothy J. Naughton	Chief Operating Officer
Samuel B. Fuller	Executive Vice President – Development / Construction
Thomas J. Sargeant	Executive Vice President – Chief Financial Officer and Treasurer
Robert H. Slater	Executive Vice President – Property Operations*
Leo S. Horey	Senior Vice President – Property Operations
James R. Liberty	Senior Vice President – Construction
Charlene Rothkopf	Senior Vice President – Human Resources
Matthew H. Birenbaum	Regional Vice President – Development
Gwyneth Jones Coté	Regional Vice President – Property Operations
Lili F. Dunn	Regional Vice President – Investments
Daniel E. Murphy	Regional Vice President – Development / Acquisitions
Tracey B. Appelbaum	Vice President – Development
Miguel A. Azua	Vice President – Controller
David W. Bellman	Vice President – Construction
Walter W. Braun	Vice President – Construction
Shannon E. Ford	Vice President – Property Operations
Mark J. Forlenza	Vice President – Development
Frederick S. Harris	Vice President – Development
Dirk V. Herrman	Vice President – Chief Marketing Officer
Andrew C. Kilbourne	Vice President – Special Technology Initiatives
David L. Kirzinger	Vice President – Property Operations
Lyn C. Lansdale	Vice President – Ancillary Services
Joanne M. Lockridge	Vice President – Finance, Assistant Treasurer and Assistant Secretary
William M. McLaughlin	Vice President – Development
J. Richard Morris	Vice President – Construction
Edward M. Schulman	Vice President – General Counsel and Secretary
Timothy J. Stanley	Vice President – Development / Acquisitions
Gary S. Steinfield	Vice President – Development
Bernard J. Ward	Vice President – Property Operations
James R. Willden	Vice President – Engineering
Stephen W. Wilson	Vice President – Development

*Robert H. Slater will be leaving the Company on April 30, 2001.

Correction

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • ~~Filing Fee: \$50.00~~



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 101715
 2. Name of Corporation AvalonBay Communities, Inc.
 3. Street Address Principal Business Office 2900 Eisenhower Ave., 3rd floor
 4. Business Phone No. (703) 329-6300
 5. State of Incorporation Maryland
 6. SIC Code 34
 7. Brief Description of the Character of Business Conducted in Rhode Island

Real estate development

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Richard L. Michaux Street Address 2900 Eisenhower Ave., 3rd floor City State Zip Alexandria VA 22314	Vice President Name Robert H. Slater Street Address 2900 Eisenhower Ave., 3rd floor City State Zip Alexandria VA 22314
Secretary Name Edward M. Schulman Street Address 2900 Eisenhower Ave., 3rd floor City State Zip Alexandria VA 22314	Treasurer Name Thomas J. Sargeant Street Address 2900 Eisenhower Ave., 3rd floor City State Zip Alexandria VA 22314

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name Gilbert M. Meyer Street Address 4340 Stevens Creek Blvd., Suite 275 City State Zip San Jose CA 95129	Director Name Richard L. Michaux Street Address 2900 Eisenhower Ave., 3rd floor City State Zip Alexandria VA 22314
Director Name Bruce A. Choate Street Address 2900 Eisenhower Ave., 3rd floor City State Zip Alexandria VA 22314	Director Name Michael A. Futterman Street Address 2900 Eisenhower Ave., 3rd floor City State Zip Alexandria VA 22314

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	50,000,000	Preferred	\$.01 par value
	140,000,000	Common	\$.01 par value
	20,000,000	Excess	\$.01 par value

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	18,322,700*	Preferred	\$183,227 or \$.01
	65,758,009*	Common	\$657,580 or \$.01
	0	Excess	\$0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 3/31/00

Check No.: 9/1009

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
MAR 31 2 48 PM '00

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 3/27/00
Signature of Officer Date

Edward M Schulman
Print or Type Name of Officer

Vice President - General Counsel
Title of Officer

Avalon Bay Communities, Inc.
CORPORATE OFFICERS

Title	Name	Business Address	Home Address
Executive Chairman	Gilbert M. Meyer	4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129-1148	26007 Torello Lane Los Altos Hills, CA 94022
CEO and President	Richard L. Michaux	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	1142 Custis St. Alexandria, VA 22308
Chief Operating Officer	Bryce Blair	1250 Hancock St. Suite 804N Quincy, MA 02169	24 Middle Street Hingham, MA 02043
Chief Financial Officer and Senior VP Financial Services	Thomas J. Sargeant	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	6107 Woodmont Rd. Alexandria, VA 22307
VP, General Counsel and Corporate Secretary	Edward M. Schulman	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	2120 Jamieson Ave. Alexandria, VA 22314
Executive Vice President, Property Operations	Robert H. Slater	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	816 Emerald Dr. Alexandria, VA 22308
Regional Vice President, Property Operations	Leo S. Horey	4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129	228 Rinconada Ave. Palo Alto, CA 94301
VP Development/Acquisitions	David J. Hubbard	377 East Butterfield Rd. Suite 425 Lombard, IL 60148	2814 Wedgewood Dr. Naperville, IL 60565
VP Development/Acquisitions	David L. Kirzinger	11808 Northup Way Bellevue, WA 98005	2680-139th Avenue, SE, #17 Bellevue, WA 98005
VP, Ancillary Services	Lyn Lansdale	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	5017 Scarsdale Rd. Bethesda, MD 20816
Senior VP, Construction	James R. Liberty	15 River Rd. Suite 210 Wilton, CT 06897-4064	136 Newtown Ave. #18 Norwalk, CT 06851
VP, Financial Services	Joanne M. Lockridge	15 River Rd. Suite 210 Wilton, CT 06897-4064	16 Blackberry Rd. Trumbull, CT 06611
VP, Development/Acquisitions	William M. McLaughlin	1250 Hancock St. Suite 804N Quincy, MA 02169	25 Crosby Rd. Newton, MA 02167
VP, Construction	Len J. Moreau	4440 Von Karman Suite 300	2501 Avenita Alpera Trustin, CA 92782

CORPORATE OFFICERS

		Newport Beach, CA 92660	
VP, Construction	David W. Bellman	535 Fifth Avenue 18th Floor New York, NY 10017	215 Kinnelon Rd. Kinnelon, NJ 07405
VP, Development/Acquisitions	Matthew H. Birenbaum	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	3120 North 5th St. Arlington, VA 22201
Regional VP, Property Operations	Gwyneth Jones Cote	535 Fifth Avenue 18th Floor New York, NY 10017	4501 Washington Blvd. Jersey City, NJ 07310
VP, Development/Acquisitions	K. Scott Davis	4440 Von Karman Suite 300 Newport Beach, CA 92660	24072 Via Madrugada Mission Viejo, CA 92692
VP, Development/Acquisitions	Lili F. Dunn	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	7830 Ridgecrest Alexandria, VA 22308
Regional VP, Development/Acquisitions	Samuel B. Fuller	15 River Rd. Suite 210 Wilton, CT 06897-4064	1 Searles Rd. Darien, CT 06820
VP, Development/Acquisitions	Frederick S. Harris	535 Fifth Avenue 18th Floor New York, NY 10017	12 Melrose Place Montclair, NJ 07042
VP, Marketing	Dirk Herman	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	7313 Churchill Rd. McLean, VA 22101
VP, Construction	Rick Morris	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	8719 Cathedral Way Gaithersburg, MD 20879
Regional VP, Development/Acquisitions	Daniel F. Murphy	4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129	269 Gateway Dr. #223 Pacifica, CA 94044
Regional VP, Development/Acquisitions	Timothy J. Naughton	2900 Eisenhower Ave. 3rd Floor Alexandria, VA 22314	2818 Bree Hill Rd. Oakton, VA 22124
VP, Development/Acquisitions	Timothy J. Stanley	16601 Ventura Blvd. Suite 305 Encino, CA 91436-2081	3035 Dona Marta Studio City, CA 91604
VP, Development	Gary Steinfield	15 River Rd. Suite 210 Wilton, CT 06897-4064	635 Lawnside Place Westfield, NJ 07090

Arden Bay Communities, Inc.

BOARD OF DIRECTORS	
Gilbert M. Meyer 4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129	Richard W. Miller 2900 Eisenshower Ave. 3rd Floor Alexandria, VA 22314
Richard L. Michaux 2900 Eisenshower Ave. 3rd Floor Alexandria, VA 22314	Brenda J. Mixson 2900 Eisenshower Ave. 3rd Floor Alexandria, VA 22314
Bruce A. Choate 2900 Eisenshower Ave. 3rd Floor Alexandria, VA 22314	Lance R. Primis 2900 Eisenshower Ave. 3rd Floor Alexandria, VA 22314
Michael A. Futterman 2900 Eisenshower Ave. 3rd Floor Alexandria, VA 22314	Allan D. Schuster 2900 Eisenshower Ave. 3rd Floor Alexandria, VA 22314
John J. Healy 4340 Stevens Creek Blvd. Suite 275 San Jose, CA 95129	

 STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State

March 13, 2000

AvaLonBay Communities, Inc.
Attn: Legal Department
2900 Eisenhower Avenue, 3rd Floor
Alexandria, VA 22314

Re: **ID 101715**
AvaLonBay Communities, Inc.

Dear Sir/Madame:

On February 14, 2000, this office accepted for filing the 2000 annual report for the above-named corporation. It has come to our attention that the annual report was completed reflecting the corporation's total number of authorized as 190,000,000 shares (50,000,000 Preferred \$.01; 140,000,000 \$.01 Common No Par Value); however, our records reflect the corporation's total number of authorized shares as 210,000,000 (50,000,000 Preferred \$.01 par value, 140,000,000 Common \$.01 par value, and 20,000,000 Excess Stock \$.01 par value.)

If the discrepancy in authorized shares was a clerical error on the filer's part, please complete and remit for filing, without fee, the enclosed annual report marked "correction" reflecting the total number of authorized shares currently of record in this office.

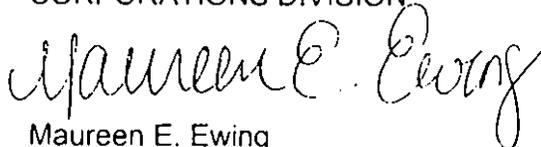
However, if the discrepancy is due to a decrease in authorized shares, in accordance with the provisions of Section 7-1.1-109 of the Rhode Island General Laws, 1956, as amended, the corporation must file certified evidence of the amendment filed in its state of incorporation decreasing the authorized shares of the corporation.

The certified copy of the Amendment must be authenticated by the Secretary of State from the state or country of incorporation. A good standing or a legal existence is not acceptable. The authentication cannot be a copy; it must be an original certification dated within sixty (60) days of the date the document is received in this office in proper filing order. The filing fee for the evidence of amendment is \$50.00.

If you have any questions, please feel free to contact me.

Very truly yours,

CORPORATIONS DIVISION



Maureen E. Ewing
Assistant to the Director

Enc.

*100 North Main Street
Providence
Rhode Island
02903-1335*

*Corporations/UCC:
401-222-3040
Fax: 401-222-1309*

*Elections:
401-222-2340
Fax: 401-222-1444*

*First Stop Business
Information Center:
401-222-2185
Fax: 401-222-3890*

*Notary/Trademarks:
401-222-1487
Fax: 401-222-3879*

www.state.ri.us



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **101715** 2. Name of Corporation **AvalonBay Communities, Inc.**
3. Street Address Principal Business Office **2900 Eisenhower Avenue, 3rd floor** City **Alexandria** State **VA** Zip **22314**
4. Business Phone No. **(703) 329-6300** 5. State of Incorporation **MARYLAND** 6. SIC Code **34**
7. Brief Description of the Character of Business Conducted in Rhode Island

Real estate development

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Richard L. Michaux Street Address 2900 Eisenhower Ave., 3rd floor City Alexandria State VA Zip 22314 Secretary Name Edward M. Schulman Street Address 2900 Eisenhower Ave., 3rd floor City Alexandria State VA Zip 22314	Vice President Name Robert H. Slater Street Address 2900 Eisenhower Ave., 3rd floor City Alexandria State VA Zip 22314 Treasurer Name Thomas J. Sargeant Street Address 2900 Eisenhower Ave. 3rd floor City Alexandria State VA Zip 22314
--	--

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Gilbert M. Meyer Street Address 4340 Stevens Creek Blvd., Suite 275 City San Jose State CA Zip 95129	Director Name Richard L. Michaux Street Address 2900 Eisenhower Ave., Suite 300 City Alexandria State VA Zip 22314
Director Name Bruce A. Choate Street Address 2900 Eisenhower Ave., 3rd floor City Alexandria, State VA Zip 22314	Director Name Michael A. Futterman Street Address 2900 Eisenhower Ave., 3rd Floor City Alexandria State VA Zip 22314

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
210,000,000	\$.01	PAR VAL
50,000,000	\$.01 par preferred	
140,000,000	\$.01 par value common	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
18,322,700 *	Preferred	\$ 183,227 = \$.01
65,758,009 ↓	Common	\$ 657,580 = \$.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 1 7 1 5 *

* At 12/31/99

File Date: **PAID**
FEB 14 2000
By: **SECY OF STATE**
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Edward M. Schulman 2/8/00
Signature of Officer Date
Edward M. Schulman
Print or Type Name of Officer
Vice President - General Counsel - Secretary
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 99

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 101715 2. Name of Corporation AvalonBay Communities, Inc.
3. Street Address Principal Business Office City State Zip
2900 Eisenhower Avenue, Suite #300 Alexandria VA 22314
4. Business Phone No. 5. State of Incorporation 6. SIC Code
(703) 329-6300 Maryland 34

7. Brief Description of the Character of Business Conducted in Rhode Island
Management Operation of Apartment Communities

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name <u>Richard L. Michaux</u> Street Address <u>2900 Eisenhower Avenue, Suite #300</u> City State Zip <u>Alexandria VA 22314</u> Secretary Name <u>Thomas J. Sargeant</u> Street Address <u>2900 Eisenhower Avenue, Suite #300</u> City State Zip <u>Alexandria VA 22314</u>	Vice President Name <u>Robert H. Slater</u> Street Address <u>2900 Eisenhower Avenue, Suite #300</u> City State Zip <u>Alexandria VA 22314</u> Treasurer Name <u>Thomas J. Sargeant</u> Street Address <u>2900 Eisenhower Avenue, Suite #300</u> City State Zip <u>Alexandria VA 22314</u>
--	---

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name <u>Gilbert M. Meyer</u> Street Address <u>4340 Stevens Creek Boulevard, Suite 275</u> City State Zip <u>San Jose CA 95129-1148</u>	Director Name <u>Michael A. Futterman</u> Street Address <u>2900 Eisenhower Avenue, Suite #300</u> City State Zip <u>Alexandria VA 22314</u>
Director Name <u>Richard L. Michaux</u> Street Address <u>2900 Eisenhower Avenue, Suite #300</u> City State Zip <u>Alexandria VA 22314</u>	Director Name <u>Christopher B. Leinberger</u> Street Address <u>4340 Stevens Creek Boulevard, Suite #275</u> City State Zip <u>San Jose CA 95129-1148</u>

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
140,000,000	Common	\$.01
50,000,000	Preferred	\$.01

* At December 31, 1998

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

* ISSUED SHARES		
Number of Shares	Class/Series	Par Value
63,887,126	Common	\$.01
18,322,700	Preferred	\$.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 4-19-99
Check No.: 172124
By: AMF

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Thomas J. Sargeant 4/7/99
Signature of Officer Date
Thomas J. Sargeant
Print or Type Name of Officer
Secretary and Treasurer
Title of Officer