STATE OF ARIZONA
CORPORATION COMMISSION

NONPROFIT CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE
FOREIGN / DOMESTIC

FOR FISCAL YEAR ENDING 12/31/1996 12/95 DUE ON OR BEFORE 04/15/1997

The following information is required by A.R.S. §10-1081 for all domestic and foreign nonprofit corporations authorized to conduct affairs in Arizona. The Commission's authority to prescribe this form is A.R.S. §10-1092. MAKE CHANGES OR CORRECTIONS WHERE NECESSARY.

Corporation File: -0070899-9
Corporation Name: HEATHERBRAE HOUSE UNIT ONE HOMEOWNERS ASSOCIATION, INC.
Address: 7740 E HEATHERBRAE ONT

City, State, Zip: SCOTTSDALE AZ 85251-
Domicile: ARIZONA
Type: NON-PROFIT

CORPORATIONS DIV.
RECEIVED
FEB 14 1997
DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING

Arizona Statutory Agent: PETER WHEELER REISS ONT
Street Address: 6733 E EXETER BLVD
(NOT P.O. BOX)

City, State, Zip: SCOTTSDALE AZ 85251

1. Check the one category below which best describes the CHARACTER OF AFFAIRS conducted by your corporation in Arizona.

1. __ Charitable	8. __ Social	15. __ Agricultural
2. __ Benevolent	9. __ Fraternal	16. __ Horticultural
3. __ Educational	10. __ Literary	17. __ Animal Husbandry
4. __ Civic	11. __ Cultural	18. ✓ Homeowners' Association
5. __ Patriotic	12. __ Athletic	19. __ Professional, commercial, industrial, or trade association
6. __ Political	13. __ Science/Research	
7. __ Religious	14. __ Hospital/Health Care	20. __ Other _____

ACC USE ONLY
Fee $ _____
Penalty $ _____
Total $ 10

PAID

2. NUMBER OF EMPLOYEES: Please check one. (For statistical purposes only.)

25 or Less ✓ 26 - 100 ___ 101 - 500 ___ Over 500 ___

3. *~ ~ If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below ~ ~ ~ ~ and PRESIDENT or VICE PRESIDENT must sign page 4 of this report. ~ ~*

I, (individual) or We, (corporation) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

_____ Statutory Agent Name _____ Address

_____ Signature _____ City, State, Zip

4. Foreign Corporations list Address in Domicile Jurisdiction:

_____ Street/P. O. Box _____ City, State, (Country) Zip

-- PLEASE MAKE CORRECTIONS ON A SEPARATE SHEET --

5. OFFICERS

(If no changes since last report, check here __ and go on to Section 6.)

PRESIDENT: MICHAEL WALTERS
Address: 7740 E HEATHERBRAE
SCOTTSDALE, AZ 85251-
Date taking office: 03-00-93

VICE PRESIDENT: T J ODELL
Address: 7740 E HEATHERBRAE
SCOTTSDALE, AZ 85251-
Date taking office: 03-00-93

SECRETARY: B SMITH
Address: 7740 E HEATHERBRAE
SCOTTSDALE, AZ 85251-
Date taking office: 03-00-93

TREASURER: T BUNNS
Address: 7740 E HEATHERBRAE
SCOTTSDALE, AZ 85251-
Date taking office: 03-00-93

6. DIRECTORS

(If no changes since last report, check here __ and go on to Section 7.)

NAME: POLLY COLLINS
Address: 7740 E HEATHERBRAE
SCOTTSDALE, AZ 85251-
Date taking office: 03-00-93

NAME: NORMA SWANSON
Address: 7740 E HEATHERBRAE
SCOTTSDALE, AZ 85251-
Date taking office: 03-00-93

NAME: B SMITH
Address: 7740 E HEATHERBRAE
SCOTTSDALE, AZ 85251-
Date taking office: 03-00-93

NAME:
Address:
Date taking office:

~~ DO NOT WRITE BELOW THIS LINE ~~

Officers

President; James Cruise

Address 7740 E. Heatherbrae Dr.

Scottsdale, Az. 85251

Date of office 03-00-96

Vice- President AlikiCoudroglou

7740 E. Heatherbrae Dr.

Scottsdale, Az. 85251

Date of office 03-00-96

Secretary; T.J. O'Dell

7740 E. Heatherbrae Dr.

Scottsdale, Az. 85251

Date of office; 03-00-96

Treasure Ann Foster

7740 E. Heatherbrae Dr.

Scottsdale, Az. 85251

Date of office 03-00-96

Directors; Dorrie Machura

7740 E. Heatherbrae Dr.

Scottsdale, Az, 85251

Date of office; 03-00-96

HEATHERBRAE HOUSE ASSN.
Monthly Report

MONTH OF DEC. 1996

ASSETS:

Bank Balance Forward	16,023.68	$16,023.68
DEPOSITS:		
Maintenance Fees		
12-17-96	2160.00	
12-31-96	480.00	2,640.00
Misc deposits		
TOTAL DEPOSITS FOR MONTH		$ 2,640.00
TOTAL ASSETS		$18,663.68

LIABILITIES:

OPERATING EXPENSE:		
Administrative COPIES + ENVELOPES	3.48	
Electricity	229.14	
BLUE EAGLE General Maintenance	30.00	
Insurance		
AM. TREE-LANDSCAPE Landscaping Regular	530.00 553.28	
Pool Heating	373.84	
Pool	121.41	
Roof Repair		
Water & Garbage	735.16	
Misc.		
TOTAL OPERATING EXPENSE		$ 2576.31
BALANCE FORWARD		$16,087.37

OK w/Bank 1-1-97

(Non-Profit Corporation Name) (File Number)

7. STATEMENT OF FINANCIAL CONDITION (Required by A.R.S. §10-1081.A.6.)

You must submit a statement of the corporation's financial condition. Any reasonable schedule will be accepted provided it reflects the intent of the law, as determined by the Commission. Several suggestions for information you may submit to satisfy this requirement include the following:

- Attach a copy of Page 2, Form 99 filed with the Arizona Department of Revenue; OR
- a copy of the corporation's Charitable Organization Financial Statement as filed with the Arizona Secretary of State pursuant to A.R.S. §44-6552; OR
- a copy of your treasurer's report (or financial statement) prepared for this fiscal year, OR
- a copy of the financial statement you prepare for the benefit of your members; OR
- You may simply use the Balance Sheet below.

BALANCE SHEET

ASSETS

Current Assets:

Cash	$_____	
Trade notes and accounts receivable (less allowance for bad debts)	_____	
Inventories	_____	
Other current assets	_____	
Total Current Assets		$_____
Land, buildings and other fixed assets (net of accumulated depreciation)	_____	
Other assets	_____	
Total Assets		$_____

LIABILITIES

Current Liabilities:

Accounts Payable	$_____	
Mortgages, notes, bonds (payable in less than 1 year)	_____	
Other current liabilities	_____	
Total Current Liabilities		_____
Mortgages, notes, bonds (payable in more than 1 year)		_____
Fund Balances:		
Restricted	_____	
Unrestricted	_____	
Total Fund Balances		_____
Total Liabilities and Fund Balances		$_____

8.A. CERTIFICATE OF DISCLOSURE (A.R.S. §10-1084)

Has any person serving either by election or appointment as officers, directors, trustees, or incorporators:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate;

2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate;

3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order:

(a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or
(b) involved the violation of the consumer fraud laws of that jurisdiction, or
(c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

YES_____ NO ✓

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

1. Full name and prior names used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7 year period).
5. Date and location of birth.
6. Social Security Number
7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case.

8.B. STATEMENT OF BANKRUPTCY (A.R.S. §10-1083)

Are you currently in federal bankruptcy proceedings, and if so, under which chapter of federal bankruptcy law is the action filed and on what date?

Yes ____ Chapter _____ Date Filed _____ Case Number _____ No ✓

9. This report must be executed by the corporation and attested by it's president, a vice-president, secretary, assistant secretary or treasurer. (If the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation.)

I DECLARE, UNDER PENALTY OF LAW, THAT ALL CORPORATE INCOME TAX RETURNS REQUIRED BY TITLE 43 OF THE ARIZONA REVISED STATUTES HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

By James Cruise Date 2/12/97 By Ann Foster Date 2-12-97

Title President Title Treasurer