STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE

DUE ON OR BEFORE 04/17/1998

FILING FEE $10.00

The following information is required by A.R.S. §10-1622 & §10-2501 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §10-121.A. & §10-2545.A. YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. See instructions for proper format. REFER TO THE INSTRUCTIONS ON PAGE 4.

RECEIVED RECEIVED

1. HEATHERBRAE HOUSE UNIT ONE HOMEOWNERS ASSOCIATION, INC.
7740 E HEATHERBRAE
SCOTTSDALE, AZ 85251

OCT 19 1998 MAR 06 1998

ARIZONA CORP. COMMISSION CORPORATIONS DIVISION ARIZONA CORP. COMMISSION CORPORATIONS DIVISION

Corporation File Number: 0070899-9 -0070899-9

Business Phone: _____ (Business phone is optional.)

State of Domicile: ARIZONA Type of Corporation: NON-PROFIT RECEIVED

JUL 06 1998

2. Arizona Statutory Agent: PETER WHEELER REISS
Street Address: 6733 E EXETER BLVD
(NOT P.O. BOX)
City, State, Zip: SCOTTSDALE AZ 85251-

ARIZONA CORP. COMMISSION CORPORATIONS DIVISION

ACC USE ONLY	
Fee	$ 10
Penalty	$
Reinstate	$
Expedite	$
Total	$ 10
FY97-98	

PAID

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below.

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

Signature *

3. Secondary Address:
(Foreign Corporations are **REQUIRED** to complete this section.)

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

__ 1. Accounting
__ 2. Advertising
__ 3. Aerospace
__ 4. Agriculture
__ 5. Architecture
__ 6. Banking/Finance
__ 7. Barbers/Cosmetology
__ 8. Construction
__ 9. Contractor
__ 10. Credit/Collection
__ 11. Education
__ 12. Engineering
__ 13. Entertainment
__ 14. General Consulting
__ 15. Health Care
__ 16. Hotel/Motel
__ 17. Import/Export
__ 18. Insurance
__ 19. Legal Services
__ 20. Manufacturing
__ 21. Mining
__ 22. News Media
__ 23. Pharmaceutical
__ 24. Publishing/Printing
__ 25. Ranching/Livestock
__ 26. Real Estate
__ 27. Restaurant/Bar
__ 28. Retail Sales
__ 29. Science/Research
__ 30. Sports/Sporting Events
__ 31. Technology(Computers)
__ 32. Technology(General)
__ 33. Television/Radio
__ 34. Tourism/Convention Services
__ 35. Transportation
__ 36. Utilities
__ 37. Veterinary Medicine/Animal Care
__ 38. Other _____

NON-PROFIT CORPORATIONS

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

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.) Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

Number of Shares/Certificates Authorized | Class | Series Within Class (if any)

Number of Shares/Certificates Issued | Class | Series Within Class (if any)

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.) List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

NONE ☒ **Name:** _____ **Name:** _____

Name: _____ **Name:** _____

7. OFFICERS (If no changes since last report, check here __ and go on to Section 8.)

Name: DALE COLLINS
Title: PRESIDENT/CEO
Address: 7740 E HEATHERBRAE DR
SCOTTSDALE, AZ 85251-
Date taking office: 03-01-96 — 3-1-98

Name: ALIKI COUDROGLOU
Title: BOARD MEMBER
Address: 7740 E HEATHERBRAE DR
SCOTTSDALE, AZ 85251-
Date taking office: 03-01-96 — 3-1-98

Name: T J ODELL
Title: SECRETARY
Address: 7740 E HEATHERBRAE DR
SCOTTSDALE, AZ 85251-
Date taking office: 03-01-96 3-1-98

Name: ANN FOSTER
Title: TREASURER
Address: 7740 E HEATHERBRAE DR
SCOTTSDALE, AZ 85251-
Date taking office: 03-01-96 — 3-1-98

8. DIRECTORS Must List a Minimum of 3 Directors.

Name: JAMES CRUISE
Address: 7740 E HEATHERBRAE DR
SCOTTSDALE, AZ 85251-
Date taking office: 03-01-96 — 3-1-98

Name: GERI SKOBA
Address: 7740 E. HEATHERBRAE #11
Scottsdale, AZ. 85251
Date taking office: 3-1-98

Name: ELIZABETH SMITH
Address: 7740 E. HEATHERBRAE #23
Scottsdale AZ. 85251
Date taking office: 3-1-98

Name: _____
Address: _____
Date taking office: _____

Financial Report
HEATHERBRA HOUSE ASSN.

Monthly Report

MONTH OF Jan 31, 1998

ASSETS:

Bank Balance Forwarded		$ 24,182.25
DEPOSITS:		
Maintenance Fees		
1-6-98	1440.00	
1-16-98	1805.00	
		3,245.00
Misc. Deposits		
TOTAL DEPOSITS FOR MONTH		$ 3,245.00
TOTAL ASSETS		$ 27,427.25

LIABILITIES:

OPERATING EXPENSE:		
Administrative	80.00	
Electricity	253.62	
General Maintenance	114.00	
Insurance		
Landscaping	557.50	
Pool Heating	504.76	
Pool	105.71	
Roof Repair		
Water & Garbage	1447.07	
Misc.		
TOTAL OPERATING EXPENSE		$ 3,062.66
BALANCE FORWARD		24,364.59

HEATHERBRAE UNIT ONE HOMEOWNERS' ASSOCIATION, INC.

OPERATING BUDGET

CATEGORY	1997 BUDGET	1997 EXPENDITURE	1998 BUDGET
Administrative	$ 1,200.00	$ 594.68	$ 2,000.00
Electricity	2,800.00	2,841.84	2,600.00
General Maintenance	2,000.00	1,106.40	2,500.00
Insurance	2,000.00	2,358.00	2,400.00
Landscaping	6,600.00	6,920.28	6,600.00
Pool Heating	2,000.00	2,782.42	2,400.00
Pool	1,800.00	2,247.36	2,000.00
Roof Repair	1,000.00	- 0 -	1,000.00
Sidewalk Repair	800.00	- 0 -	- 0 -
Water, Garbage	10,300.00	9,888.20	9,000.00
Miscellaneous	- 0 -	191.73	200.00
Reserves	5,500.00	- 0 -	5,300.00
SUB-TOTAL	$36,000.00	$28,930.91	$36,000.00
Monthly Fee	$ 120.00	$ 120.00	$ 120.00

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RESERVE BUDGET

(For replacement rather than repair items)

	1997 BUDGET	1997 EXPENDITURE	1998 BUDGET
Pool House	- 0 -	- 0 -	2,000.00
Roofing	1,000.00	- 0 -	1,000.00
Sidewalk	800.00	- 0 -	- 0 -
SUB-TOTAL	1,800.00	- 0 -	3,000.00

2/7/96	$ 9,758.00
1/1/97	16,087.00
1/1/98	24,182.25

ENCLOSURE 3

Please Enter Corporation Name: Heatherbrae House #I

9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-2501.A.6)
Only corporations that meet one or more of the following criteria must **attach** a financial statement (balance sheet including assets, liabilities and equity). The corporation is: 1) **a public service corporation** (e.g., public utility) as defined in Article XV, Section 2, Constitution of Arizona. 2) offers its **stock for sale** in transactions that are not exempt from A.R.S. §§ 44-1841 and 44-1842 as prescribed in §44-1844.A.1 (e.g., publicly traded). 3) a **nonprofit corporation**. All other forms of corporations are exempt from filing a financial disclosure.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-2505.A)
Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. 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. 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. 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 involved the violation of:

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

One box **must** be marked: **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.

11. STATEMENT OF BANKRUPTCY (A.R.S. §10-202.D.2)
Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation?

One box **must** be marked: **YES** ☐ **NO** ☒

If YES, enter the following: Chapter _____ Date Filed _____ Case Number _____

If "YES", the following information must be submitted as an attachment to this report for each person subject to the statement above. 1) The names and addresses of each corporation and the person or persons involved. 2) The state in which each corporation was a) incorporated b) transacted business. 3) The dates of corporate operation.

12. **CAUTION**: Signature requirements vary according to the type of corporation. **See the instruction sheet** for specific rules. Annual Reports submitted with incorrect signatures will be rejected.

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.

Name T. J. O'DELL **Date** 3-1-98 **Name** DALE COLLINS **Date** 3-1-98

Signature J. J. O'Dell **Signature*** Dale Collins

Title SECRETARY **Title** PRESIDENT

(Signature(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)