STATE OF ARIZONA
CORPORATION COMMISSION

BUSINESS CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE
DOMESTIC

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

The following information is required by A.R.S. §10-125 for all general corporations organized for profit, professional corporations, and business trusts authorized to transact business in Arizona. The Commission's authority to prescribe this form is A.R.S. §10-142. MAKE CHANGES OR CORRECTIONS WHERE NECESSARY.

Corporation File: 0124834-0

Corporation Name: CITRUS VIEW HOMEOWNERS' ASSOCIATION, INC.

Address: P.O. BOX 27476

City, State, Zip: TEMPE, AZ 85285

Domicile:

Type: NON-PROFIT

Arizona Statutory Agent: LOUIS A. SILVERMAN

Street Address: 423 S. MILL
(NOT P.O. BOX)

City, State, Zip: TEMPE, AZ 85281

A.C.C. CORPORATIONS DIV
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DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING

1. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation in Arizona.

__ 1. Accounting	__ 16. General Consulting	__ 31. Restaurant/Bar
__ 2. Advertising	__ 17. Health Care	__ 32. Retail Sales
__ 3. Aerospace	__ 18. Hotel/Motel	__ 33. Science/Research
__ 4. Agriculture	__ 19. Import/Export	__ 34. Sports/Sporting Events
__ 5. Architecture	__ 20. Insurance	__ 35. Tax Services
__ 6. Attorneys at Law	__ 21. Legal Services	__ 36. Technology (Computer)
__ 7. Banking/Finance	__ 22. Manufacturing	__ 37. Technology (General)
__ 8. Barbers/Cosmetology	__ 23. Medicine/Dentistry	__ 38. Television/Radio
__ 9. Construction	__ 24. Mining	__ 39. Tourism/Convention Services
__ 10. Contractor	__ 25. News Media	__ 40. Transportation
__ 11. Credit/Collection	__ 26. Pharmaceutical	__ 41. Utilities
__ 12. Education	__ 27. Publishing/Printing	__ 42. Veterinary Medicine/ Animal Care
__ 13. Engineering	__ 28. Ranching/Livestock	X 43. Other HOMEOWNERS ASSOCIATION
__ 14. Entertainment	__ 29. Real Estate	
__ 15. Farming	__ 30. Resort	

ACC USE ONLY	
Fee	$ pd c/ck
Penalty	$
Total	$

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

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

3. *~ ~If appointing a new statutory agent, the new agent MUST consent to that appointment and PRESIDENT ~ ~ ~ ~ or VICE PRESIDENT must sign 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 _____

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CITRUS VIEW HOMEOWNERS' ASSOCIATION, INC.

4. CAPITALIZATION: (NOTE: Business Trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.)

Number of Shares Authorized	Class	Series	Par Value
N/A			

Number of Shares Issued	Class	Series	Par Value
N/A			

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

PRESIDENT: CHARLES MORRIS
Address: P.O. BOX 27476
TEMPE, AZ 85285
Date taking office: 01/01/97

VICE PRESIDENT: _____
Address: _____
_____
Date taking office: ___/___/___

SECRETARY: GREG HOLTZ
Address: P.O. BOX 27476
TEMPE, AZ 85285
Date taking office: 01/01/97

TREASURER: CHARLES GERSON
Address: P.O. BOX 27476
TEMPE, AZ 85285
Date taking office: 01/01/97

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

NAME: CHARLES MORRIS
Address: P.O. BOX 27476
TEMPE, AZ 85285
Date taking office: 01/01/97

NAME: GREG HOLTZ
Address: P.O. BOX 27476
TEMPE, AZ 85285
Date taking office: 01/01/97

NAME: CHARLES GERSON
Address: P.O. BOX 27476
TEMPE, AZ 85285
Date taking office: 01/01/97

NAME: MARY LIPKE
Address: P.O. BOX 27476
TEMPE, AZ 85285
Date taking office: 01/01/97

7. SHAREHOLDERS of record holding more than 20% of any class of shares issued by the corporation or having more than 20% beneficial interest in the corporation. If none, so state.

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

NAME N/A NAME _____

NAME _____ NAME _____

~ ~ Attach Additional Sheets if Necessary ~ ~

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CITRUS VIEW HOMEOWNERS' ASSOCIATION, INC.

8. STATEMENT OF FINANCIAL CONDITION (Required by A.R.S. §10-125.A.9.)

Complete the following Balance Sheet; OR
- *attach a copy of Schedule L, Form 1120 filed with either the Internal Revenue Service or Arizona Department of Revenue; OR*
- *attach a copy of the corporation's financial statement as provided to shareholders pursuant to A.R.S. §10-052.E. Books and Records; OR*
- *attach a copy of your Financial Report to Shareholders as required by A.R.S. §10-127, OR*
- *If no business conducted this fiscal year, so state.*

BALANCE SHEET

ASSETS

Current Assets:

Cash	$ 20,078	
Trade notes and accounts receivable (less allowance for bad debts)		
Inventories		
Other current assets		
Total Current Assets		$ 20,078
Investments		
Land, buildings and other fixed assets (net of accumulated depreciation)		
Intangible assets (net of amortization)		
Loans to shareholders		
Other assets		
Total Assets		$ 20,078

LIABILITIES AND OWNERS' EQUITY

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)		
Loans from shareholders		
Other liabilities		
Total Liabilities		$
Capital stock: (a) Preferred stock		
(b) Common stock		
Paid-in-or capital surplus		
Less cost of treasury stock		
Retained earnings		20,078
Total Capital		$ 20,078
TOTAL LIABILITIES and EQUITY		$ 20,078

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CITRUS VIEW HOMEOWNERS' ASSOCIATION, INC.

8.A. CERTIFICATE OF DISCLOSURE (A.R.S. § 10-128)

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

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 X

f "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of he 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.

.B. STATEMENT OF BANKRUPTCY (A.R.S. § 10-128.01)

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

Yes____ Chapter_____ Date Filed_____ Case Number_____ No X

). 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.)

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

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

/_____ Date_____ By Charles Gerson Date 12/30/97

tle PRESIDENT Title SECRETARY TREASURER

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