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

DUE ON OR BEFORE 04/26/1998

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

MAR 17 1998

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

1. TURTLE RUN HOMEOWNERS' ASSOCIATION, INC.
% AMCOR PROPERTY PROFESSIONALS
15757 N 78TH ST STE A
SCOTTSDALE, AZ 85260

Corporation File Number: -0155393-4

Business Phone: _____ (Business phone is optional.)

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

2. Arizona Statutory Agent: AMCOR PROPERTY PROFESSIONALS
Street Address: 15757 N 78TH ST STE A
(NOT P.O. BOX)
City, State, Zip: SCOTTSDALE AZ 85260-

ACC USE ONLY	
Fee	$ 10
Penalty	$
Reinstate	$
Expedite	$
Total	$
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. X 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)
N/A		

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

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.

Name: _____ Name: _____

NONE ☒

Name: _____ Name: _____

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

Name: ~~WILLIAM BARKLEY~~ JASON BERG
Title: PRESIDENT/CEO
Address: 546 ~~E MORNINGSIDE DR~~
PHOENIX, AZ 85022-
Date taking office: ~~03-01-97~~ 1/28/98

Name: ~~CAROL MARIE MATTICE~~ Wayne Crowther
Title: VICE-PRESIDENT
Address: ~~764 E MORNINGSIDE DR~~ 856 E. Morningside Dr.
PHOENIX, AZ 85022-
Date taking office: 03-01-97

Name: BOB SAUTER
Title: SECRETARY
Address: 862 E MORNINGSIDE DR
PHOENIX, AZ 85022-
Date taking office: 03-01-97

Name: ~~BOB SAUTER~~ BILL BARKLEY
Title: TREASURER
Address: ~~862~~ 782 E MORNINGSIDE DR
PHOENIX, AZ 85022-
Date taking office: ~~03-01-97~~ 1/28/98

8. DIRECTORS (If no changes since last report, check here ✓ and go on to Section 9.)

Name: WAYNE CROWTHER
Address: 782 E MORNINGSIDE DR
PHOENIX, AZ 85022-
Date taking office: 03-01-97

Name: BOB CLARK
Address: 764 E MORNINGSIDE DR
PHOENIX, AZ 85022-
Date taking office: 03-01-97

Name: HAROLD HIRTE
Address: 861 E LOLA DR
PHOENIX, AZ 85022-1135
Date taking office: 03-01-97

Name: WILLIAM BARKLEY
Address: 782 E MORNINGSIDE DR
PHOENIX, AZ 85022-
Date taking office: 03-01-97

BOOTH & REECE, CPAs, P.C.
1947 N. Lindsay Road, Ste. 204 - Mesa, AZ 85213-3070
(602) 832-1995 Fax (602) 832-2306

Charles B. Booth, CPA
Mark D. Reece, CPA

February 26, 1998

Arizona Corporation Commission

Re: Annual report of Turtle Run Homeowners Association
as of December 31, 1997

We have compiled the statement of financial condition - balance sheet (Section H) of the above named company for the date indicated above and included in the accompanying prescribed form, in accordance with the Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

Our compilation was limited to presenting in the form prescribed by the Arizona Corporation Commission information that is the representation of management. We have not audited or reviewed the financial statements referred to above and, accordingly, do not express an opinion or any other form of assurance.

These financial statements are presented in accordance with the requirements of the Arizona Corporation Commission, which differ from generally accepted accounting principles and do not include all the disclosures required by generally accepted accounting principles. Accordingly, these financial statements are not designed for those who are not informed about such differences.

Booth + Reece

Certified Public Accountants

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
- Cash Basis

ASSETS

Current Assets:

Cash	27,738.00	
Trade notes and accounts receivable (less allowance for bad debts)		
Inventories		
Other current assets		
Total Current Assets		$ 27,738.00
Land, buildings and other fixed assets (net of accumulated depreciation)		
Other long-term assets		
Total Assets		$ 27,738.00

LIABILITIES

Current Liabilities:

Accounts Payable	$	
Mortgages, notes, bonds (payable in less than 1 year)		
Other current liabilities		
Total Current Liabilities		0.00
Mortgages, notes, bonds (payable in more than 1 year)		
Fund Balances:		
Restricted		
Unrestricted	27,738.00	
Total Fund Balances		27,738.00
Total Liabilities and Fund Balances		$ 27,738.00

See attached accountant's report

Printed with REAL SOLUTIONS software, Mesa, Arizona (602) 649-4456. Form approved by the Arizona Corporation Commission. 9/95

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 X Jason A. Berg **Date** 3/15/98 **Name** Robert L. Sauter **Date** 3/9/98

Signature X _____ **Signature** Robert L. Sauter

Title ✓ President **Title** Secretary

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