STATE OF ARIZONA
CORPORATION COMMISSION

NONPROFIT CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE
FOREIGN / DOMESTIC

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

The following information is required by A.R.S. §10-1081 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.

RECEIVED

FEB 26 1997

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Corporation File: -0192384-0
Corporation Name: CASTLE ROCK HOMEOWNERS ASSOCIATION, INC.
Address: PO BOX 17052

City, State, Zip: TUCSON AZ 85731-
Domicile: ARIZONA
Type: NON-PROFIT

Arizona Statutory Agent: C GORDON MARVIK
Street Address: 9120 MESQUITE CT
(NOT P.O. BOX)

City, State, Zip: TUCSON AZ 85749-

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. X 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 _____

PAID

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

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

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: JOHN THOMPSON
Address: 2480 N LIGHTNING A DR
TUCSON, AZ 85749-
Date taking office: 01-13-93

VICE PRESIDENT: GEORGE HAINES
Address: 9401 E STAR WATER DR
TUCSON, AZ 85749-
Date taking office: 01-12-94

SECRETARY: NORMAN BOEVE
Address: 9160 E MESQUTE CIR
TUCSON, AZ 85749-
Date taking office: 01-12-94

TREASURER: SANDRA COYKENDALL
Address:
TUCSON, AZ -
Date taking office: 01-12-94

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

NAME: JOHN THOMPSON
Address: 2480 N LIGHTNING A DR
TUCSON, AZ 85749-
Date taking office: 01-13-93

NAME: GEORGE HAINES
Address: 9401 E STAR WATER DR
TUCSON, AZ 85749-
Date taking office: 01-12-94

NAME: NORMAN BOEVE
Address: 9160 E MESQUTE CIR
TUCSON, AZ 85749-
Date taking office: 01-12-94

NAME: SANDRA COYKENDALL
Address:
TUCSON, AZ -
Date taking office: 01-12-94

~~ DO NOT WRITE BELOW THIS LINE ~~

CASTLE ROCK HOMEOWNERS ASSOCIATION, INC. FILE # -092384-0

5. PRESIDENT:

PETER HERDER
ROBERTSON, STEPHENSON & COMPANY
2535 N. CASTLE ROCK DRIVE
TUCSON, AZ 85749

VICE-PRESIDENT
JEFF GROBSTEIN
MONTEREY HOMES
4740 N. ORACLE #103
TUCSON, AZ 85705

SECRETARY
FRAN SINGLETON
2225 N. QUAIL LAKE PLACE
TUCSON, AZ 85749

TREASURER
DAVID SHOUGH
2409 N. SUN LAKE PLACE
TUCSON, AZ 85749

ALL IN OFFICE: 1-8-97

6. ALL OF ABOVE

VINCE SAUNDERS
ROBERTSON, STEPHENSONS & COMPANY
555 CALIFORNIA STREET
SAN FRANCISCO, CA 94104

IN OFFICE: 1-8-97

BALANCE SHEET - Castle Rock Homeowners Assoc 12/31/96
December,1996

PREPARED FOR :
Castle Rock Homeowners Assoc
P.O. Box 17052
Tucson, AZ 85731

PREPARED BY :
Pinehurst Properties, Inc.
P.O. Box 17052
Tucson, AZ 85731-052

ASSETS	
Cash	
Cash-National Bank Cking	5,826.28
Total Cash	5,826.28
Deposits	
Refundable deposits	1,364.00
Total Deposits	1,364.00
TOTAL ASSETS	7,190.28
LIABILITIES & CAPITAL	
Liabilities	
Total Liabilities	
Capital	
Begin Balance	124,140.10
Retained Earnings	-116,949.82
Total Equity	7,190.28
TOTAL LIAB. & CAPITAL	7,190.28

8.A. CERTIFICATE OF DISCLOSURE (A.R.S. §10-2501.A.7)

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 X

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 X

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 X [signature] Date 2/24/97 By X [signature] Date 2/24/97

Title TREASURER Title President