



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

Arizona Corporation Commission



00125200

DUE ON OR BEFORE 04/28/2000

FY99-00

FILING FEE \$10.00

The following information is required by A.R.S. §10-1622 & §10-11622 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. & §10-3121.A. **YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM.** Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions for proper format. REFER TO THE INSTRUCTIONS ON PAGE 4.

-0199197-5

1. WARNER RANCH LANDING ASSOCIATION
% LEPIN & RENEHAN MANAGEMENT
PO BOX 50309
PHOENIX, AZ 85076

RECEIVED

MAR 15 2000

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Business Phone: _____ (Business phone is optional.)
State of Domicile: ARIZONA Type of Corporation: NON-PROFIT

2. Arizona Statutory Agent: LEPIN AND RENEHAN MANAGEMENT
Street Address: 51 W ELLIOT RD #111
(NOT P.O. BOX)
City, State, Zip: TEMPE AZ 85284-

Use this box only if appointing a new Statutory Agent

| | |
|---------------------|----------|
| ACC USE ONLY | |
| Fee | \$ 10.00 |
| Penalty | \$ |
| Renstate | \$ |
| Expedit | \$ |
| Resubmit | \$ |

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 of new Statutory Agent

3. Secondary Address:

REQUIRED to complete this section.)

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

- | | | | |
|---|--|---|--|
| BUSINESS CORPORATIONS | | NON-PROFIT CORPORATIONS | |
| <input type="checkbox"/> 1. Accounting | <input type="checkbox"/> 20. Manufacturing | <input type="checkbox"/> 1. Charitable | |
| <input type="checkbox"/> 2. Advertising | <input type="checkbox"/> 21. Mining | <input type="checkbox"/> 2. Benevolent | |
| <input type="checkbox"/> 3. Aerospace | <input type="checkbox"/> 22. News Media | <input type="checkbox"/> 3. Educational | |
| <input type="checkbox"/> 4. Agriculture | <input type="checkbox"/> 23. Pharmaceutical | <input type="checkbox"/> 4. Civic | |
| <input type="checkbox"/> 5. Architecture | <input type="checkbox"/> 24. Publishing/Printing | <input type="checkbox"/> 5. Political | |
| <input type="checkbox"/> 6. Banking/Finance | <input type="checkbox"/> 25. Ranching/Livestock | <input type="checkbox"/> 6. Religious | |
| <input type="checkbox"/> 7. Barbers/Cosmetology | <input type="checkbox"/> 26. Real Estate | <input type="checkbox"/> 7. Social | |
| <input type="checkbox"/> 8. Construction | <input type="checkbox"/> 27. Restaurant/Bar | <input type="checkbox"/> 8. Literary | |
| <input type="checkbox"/> 9. Contractor | <input type="checkbox"/> 28. Retail Sales | <input type="checkbox"/> 9. Cultural | |
| <input type="checkbox"/> 10. Credit/Collection | <input type="checkbox"/> 29. Science/Research | <input type="checkbox"/> 10. Athletic | |
| <input type="checkbox"/> 11. Education | <input type="checkbox"/> 30. Sports/Sporting Events | <input type="checkbox"/> 11. Science/Research | |
| <input type="checkbox"/> 12. Engineering | <input type="checkbox"/> 31. Technology(Computers) | <input type="checkbox"/> 12. Hospital/Health Care | |
| <input type="checkbox"/> 13. Entertainment | <input type="checkbox"/> 32. Technology(General) | <input type="checkbox"/> 13. Agricultural | |
| <input type="checkbox"/> 14. General Consulting | <input type="checkbox"/> 33. Television/Radio | <input type="checkbox"/> 14. Animal Husbandry | |
| <input type="checkbox"/> 15. Health Care | <input type="checkbox"/> 34. Tourism/Convention Services | <input checked="" type="checkbox"/> 15. Homeowner's Association | |
| <input type="checkbox"/> 16. Hotel/Motel | <input type="checkbox"/> 35. Transportation | <input type="checkbox"/> 16. Professional, commercial industrial or trade association | |
| <input type="checkbox"/> 17. Import/Export | <input type="checkbox"/> 36. Utilities | | |
| <input type="checkbox"/> 18. Insurance | <input type="checkbox"/> 37. Veterinary Medicine/Animal Care | | |
| <input type="checkbox"/> 19. Legal Services | <input type="checkbox"/> 38. 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. (If no changes since last report, check here and go on to Section 6.)

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

Number of Shares/Certificates Issued N/A 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.

Name: _____ Name: _____

NONE

Name: _____ Name: _____

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

~~Name: RUSS SMITH
Title: PRESIDENT/CEO~~

~~Address: 9008 MAPLE AVE
TEMPE, AZ 85284-~~

~~Date taking office: 11/13/1997~~

~~Name: PEGGY WERNER
Title: SECRETARY~~

~~Address: 31 W SARAH LN
TEMPE, AZ 85284-~~

~~Date taking office: 10/07/1996~~

Name: _____

Title: _____

Address: _____

Date taking office: 11/97

Name: MONICA BROWN
Title: TREASURER

Address: 13 W SARAH LN
TEMPE, AZ 85284-

Date taking office: 11/13/1997

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

~~Name: RUSS SMITH
Address: 9008 MAPLE AVE~~

~~TEMPE, AZ 85254-~~

~~Date taking office: 11/13/1997~~

~~Name: MONICA BROWN
Address: 13 W SARAH LN~~

~~TEMPE, AZ 85254-~~

~~Date taking office: 11/13/1997~~

Name: PEGGY WERNER

Address: 31 W SARAH LN

TEMPE, AZ 85254-

Date taking office: 10/07/1996

Name: _____

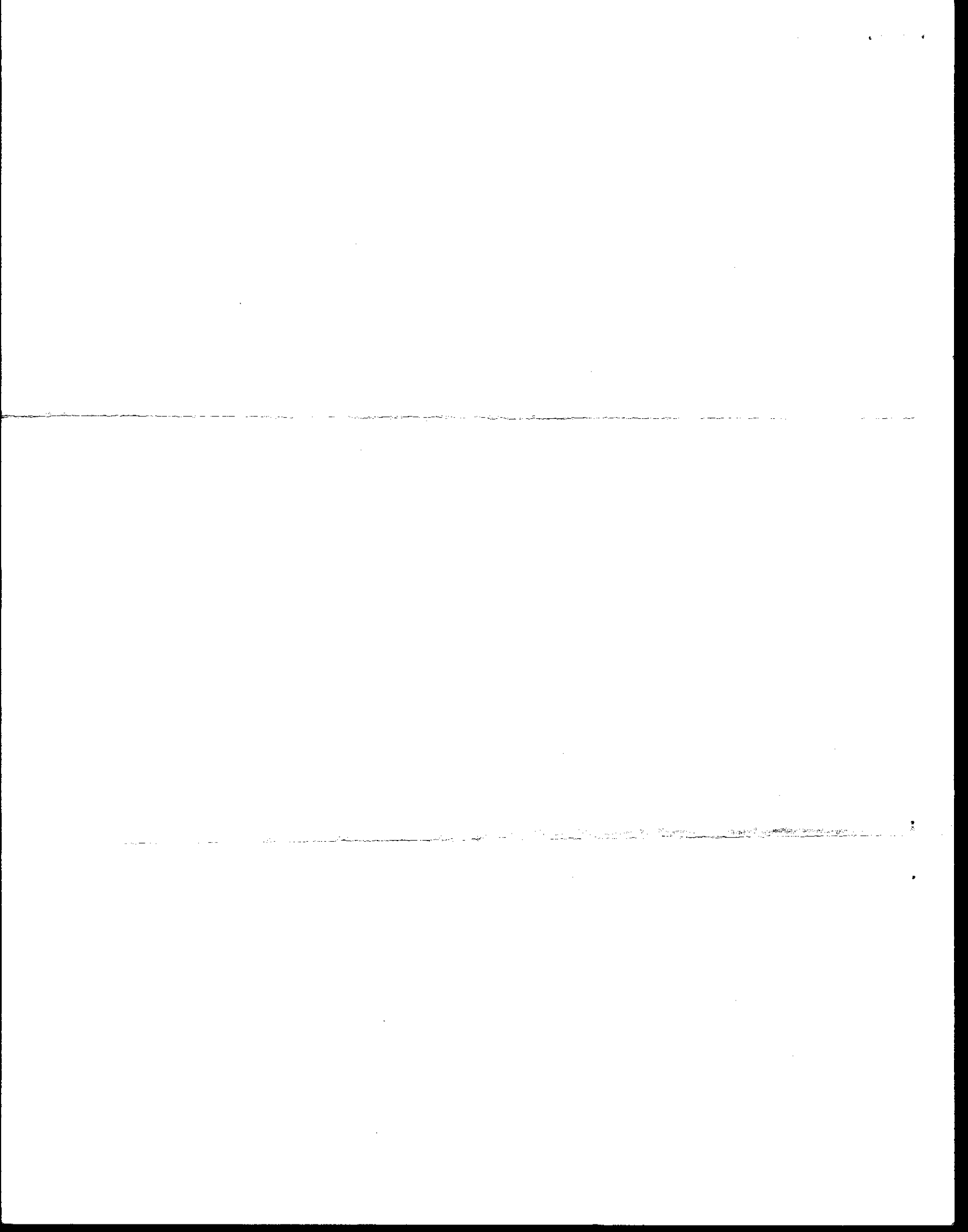
Address: _____

Date taking office: _____

WARNER RANCH LANDING ASSOCIATION

BOARD OF DIRECTORS

| <u>NAME</u> | <u>ADDRESS</u> | <u>PHONE</u> | <u>2 YEAR TERM ELECTED/EXPIRES</u> |
|---|-------------------------------------|--------------|--|
| <u>President</u> Dorothy Raheb Lot # 13 | 19 W. Sarah Lane Tempe, AZ 85284 | | 10/28/98 - 2000 |
| <u>Secretary</u> Peggy Werner Lot # 14 | 31 W. Sarah Lane Tempe, AZ 85284 | | 10/19/99 - 2001 |
| <u>Treasurer</u> Monica Brown-Robinson Lot # 15 | 43 W. Sarah Lane Tempe, AZ 85284 | | 10/19/99 - 2001 |



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:

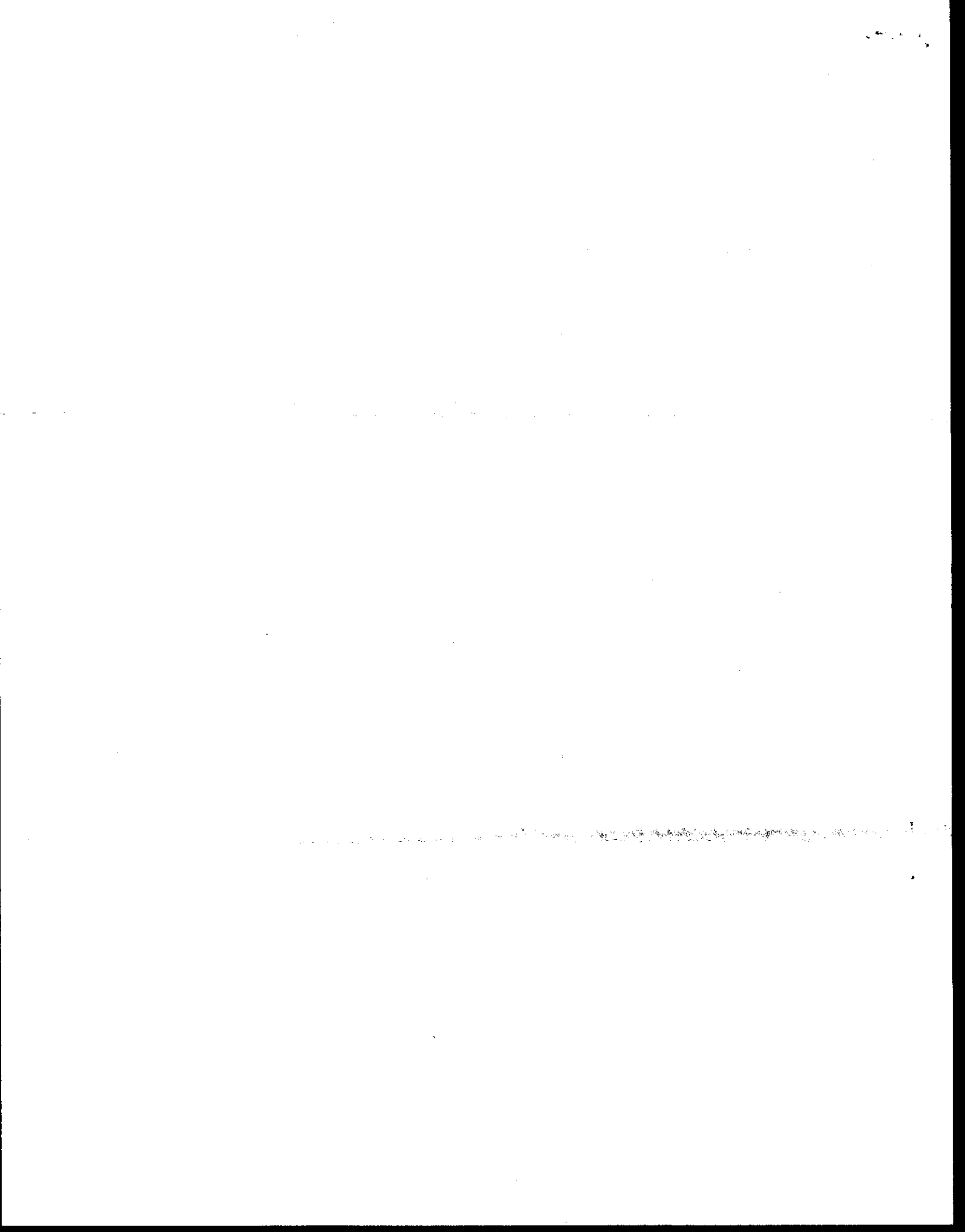
| | | |
|---|--------|------------------|
| Cash | 36,147 | |
| Trade notes and accounts receivable (less allowance for bad debts) | | |
| Inventories | | |
| Other current assets | | |
| Total Current Assets | | \$ 36,147 |
| Land, buildings and other fixed assets (net of accumulated depreciation) | | |
| Other long-term assets | | |
| Total Assets | | \$ 36,147 |

LIABILITIES

Current Liabilities:

| | | |
|---|--------|------------------|
| Accounts Payable | | \$ |
| Mortgages, notes, bonds (payable in less than 1 year) | | |
| Other current liabilities | | |
| Total Current Liabilities | | 0 |
| Mortgages, notes, bonds (payable in more than 1 year) | | |
| Fund Balances: | | |
| Restricted | | |
| Unrestricted | 36,147 | |
| Total Fund Balances | | 36,147 |
| Total Liabilities and Fund Balances | | \$ 36,147 |

Unaudited - See CPA's compilation report.



CLYDE H. RAYMOND, CPA

MEMBER OF THE AMERICAN INSTITUTE OF CPAs

6728 EAST AVALON DRIVE • SCOTTSDALE, ARIZONA 85251 • 949-7862

February 8, 2000

Arizona Corporation Commission

Re: Annual report of WARNER RANCH LANDING ASSOCIATION

As of December 31, 1999

I 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.

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

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.



Certified Public Accountant

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9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-11622.A.9)

Only nonprofit corporations must attach a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6) Nonprofit Corporations Only

This corporation does [X] does not [] have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

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: [Underlined portion pertains to profit corporations only]

- 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 [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. 5. Date and location of birth.
2. Full birth name. 6. Social Security Number
3. Present home address. 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.
4. Prior addresses (for immediate preceding 7 year period).

11. STATEMENT OF BANKRUPTCY (A.R.S. §§10-202.D.2 & 10-3202.02)

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? [Underlined portion pertains to profit corporations only]

One box must be marked: YES [] NO [X]

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

If "YES", the following information must be submitted as an attachment to the 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 incorporated b) transacted business. 3) The dates of corporate operation.

12. SIGNATURES

CAUTION: Annual Reports must be signed by a duly authorized officer. 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 [Signature] Monica A. Brown Robinson Date 3/3/00 Name _____ Date _____
Signature X MONICA A. BROWN ROBINSON Signature _____
Title TRESURER Title _____

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

Annual Report Instruction Sheet

This instruction sheet contains information about the annual reporting process for corporations doing business in Arizona. Every corporation in Arizona must submit an Annual Report to the Corporations Division of the Arizona Corporation Commission once a year. This is the only notice and form you will receive. Corporations must use this Annual Report Form prescribed and furnished by the Arizona Corporation Commission. **No other form or format is allowed.** The Commission's computerized imaging system cannot work with other forms or formats. **IMPORTANT:** This Annual Report must be correctly filled out and submitted by the assigned due date or the corporation may have its authority and operating status revoked by the State of Arizona. Use the check off boxes on this sheet as you complete the form.

The Corporation Commission has completed the form with information we have available regarding the corporation. Please verify each line. Strike out incorrect information by drawing a line through the incorrect data. Correct information should be legibly written above or to the side of the struck, incorrect information.

- Section 1.** All corporations must state their name, address, zip code, domicile state, and type (e.g., nonprofit, business, sole, professional, business trust). Please list a business phone number.
- Section 2.** All corporations must state the name and address of the current Statutory Agent for the corporation. Correct information about the Statutory Agent is vital to the legitimate authority and status of the corporation. The Statutory Agent must not use a P.O. Box. New Statutory Agents must consent to their appointment by signing the appropriate line. A corporation must amend their records at the Commission anytime the Statutory Agent is changed or whenever the Agent's designated mailing address changes.
- Section 3.** Foreign (out-of-state/country) corporations must state their known place of business in this state and in the jurisdiction in which they are incorporated. List the primary address in Section 1, and the secondary address in Section 3.
- Section 4.** All corporations must check the category that best describes the character of their corporation in the applicable business or nonprofit corporation area.
- Section 5.** All business corporations must indicate the number of shares which they have authorized, the class and series. All business trusts must indicate the number of transferable certificates held by trustees.
- Section 6.** All business corporations must indicate the list of applicable shareholders.
- Section 7.** Please list all principal officers. All corporations must have at least one duly authorized officer.
- Section 8.** Please list all directors. All corporations must have at least one director per A.R.S. §§10-803.A & 10-3803.A.
- Section 9. All Nonprofit corporations** must file a financial disclosure statement. Nonprofit corporations meet their obligation by **attaching** one of the following documents: 1) Their most recent copy of Page 2, Form 99 filed with the Arizona Department of Revenue; OR 2) 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 3) A copy of the corporation's Treasurer's Report/Financial Statement prepared for the current fiscal year; OR 4) A copy of the financial statement prepared for the corporation's members; OR 5) A statement that the corporation conducted no business in Arizona in the past year. All other forms of corporations are exempt from filing a financial disclosure. **All Nonprofit Corporations** must also indicate whether or not the corporation has members.
- Section 10.** All corporations must check either YES or NO in the Certificate of Disclosure. Those who check the "YES" box must supply the attachment required and explained in section 10.
- Section 11.** All corporations must check either YES or NO in the Statement of Bankruptcy. Those who check the "YES" box must supply the attachment required and explained in section 11.
- Section 12.** All corporations must read the declarations in this section. If they have complied, and if they have completed the Annual Report, then the applicable officer(s) listed in section 7 must acknowledge by signing the report. The signer(s) shall be at least one duly authorized officer.
- Sign & Mail the Check and Annual Report.** Business corporations must send \$45, Nonprofit corporations \$10.

| | |
|-------------------------------|--|
| MAKE CHECK PAYABLE TO: | ARIZONA CORPORATION COMMISSION |
| MAIL OR DELIVER TO: | c/o Annual Reports - Corporations Division |
| | 1300 West Washington or 400 West Congress |
| | Phoenix, AZ 85007-2929 Tucson, AZ 85701-1347 |

Seek professional advice from your accountant, attorney, or other knowledgeable source if you need help with any section. Business corporations may purchase a copy of the Arizona Business Corporation Act, available from the Corporations Division at 1300 W. Washington (Phoenix) as a source of information. The Annual Reports Section of the Corporations Division cannot give legal or tax advice, but you may call them with your other questions regarding this form at (602) 542-3285.