



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

AZ Corp. Commission  
00726529

DUE ON OR BEFORE 04/22/2003

FY02-03

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.

RECEIVED  
JUN 19 2003

1. -0229700-2  
CATHEDRAL PINES COMMUNITY ASSOCIATION, INC.  
% JIM CHAMBERLIN  
1400 ESCALANTE LN  
PRESCOTT, AZ 86303

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

Business Phone: (928) 776-4479 (Business phone is optional.)  
State of Domicile: ARIZONA Type of Corporation: NON-PROFIT

2. Statutory Agent: Justin Scott  
Mailing Address: JIM CHAMBERLIN  
City, State, Zip: PO Box 10000  
Prescott, AZ 86304

Physical Address, if Different.  
Physical Address: 531 Madison Ave  
City, State, Zip: Prescott, AZ 86301

ACC USE ONLY	
Fee	\$ 10
Penalty	\$ _____
Reinstate	\$ _____
Expedite	\$ _____
Resubmit	\$ _____

IPR  
6/23/03

Use this box only if appointing a new Statutory Agent

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: 614737  
(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. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**. **Please Print or Type Clearly.**

Number of Shares/Certificates Authorized \_\_\_\_\_ Class \_\_\_\_\_ Series Within Class (if any) \_\_\_\_\_  
*NONE*

Number of Shares/Certificates Issued \_\_\_\_\_ Class \_\_\_\_\_ Series Within Class (if any) \_\_\_\_\_  
*NONE*

**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. **Please Type or Print Clearly.**

**NONE**  Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Name: \_\_\_\_\_ Name: \_\_\_\_\_

**7. OFFICERS** Please Type or Print Clearly. You Must List at Least One.

Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Title: \_\_\_\_\_ Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: *BH* \_\_\_\_\_  
*See Attached*

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_  
Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Title: \_\_\_\_\_ Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_

**8. DIRECTORS** Please Type or Print Clearly. You Must List at Least One.

Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_  
Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_  
*See Attached*

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_

COPY

CORPORATION  
STATEMENT OF CHANGE  
OF  
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Records section, (602) 542-3026 or our web site, [www.cc.state.az.us/corp](http://www.cc.state.az.us/corp) to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:  
Cathedral Pines Community Association, Inc.

2. The ACC file number is 0229700-2

3. The known place of business currently (old) on file with the ACC is:

Jim Chamberlin  
1400 Escalante Lane  
Prescott, AZ 86303

4. The name and address of the current statutory agent on file with the ACC is:

Jim Chamberlin  
1400 Escalante Lane  
Prescott, AZ 86303

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JUN 20 2003

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

(A)  The known place of business in ARIZONA is to be changed. The street address of the new (now, or in the near future) known place of business is:

531 Madison Ave  
Prescott, AZ 86301

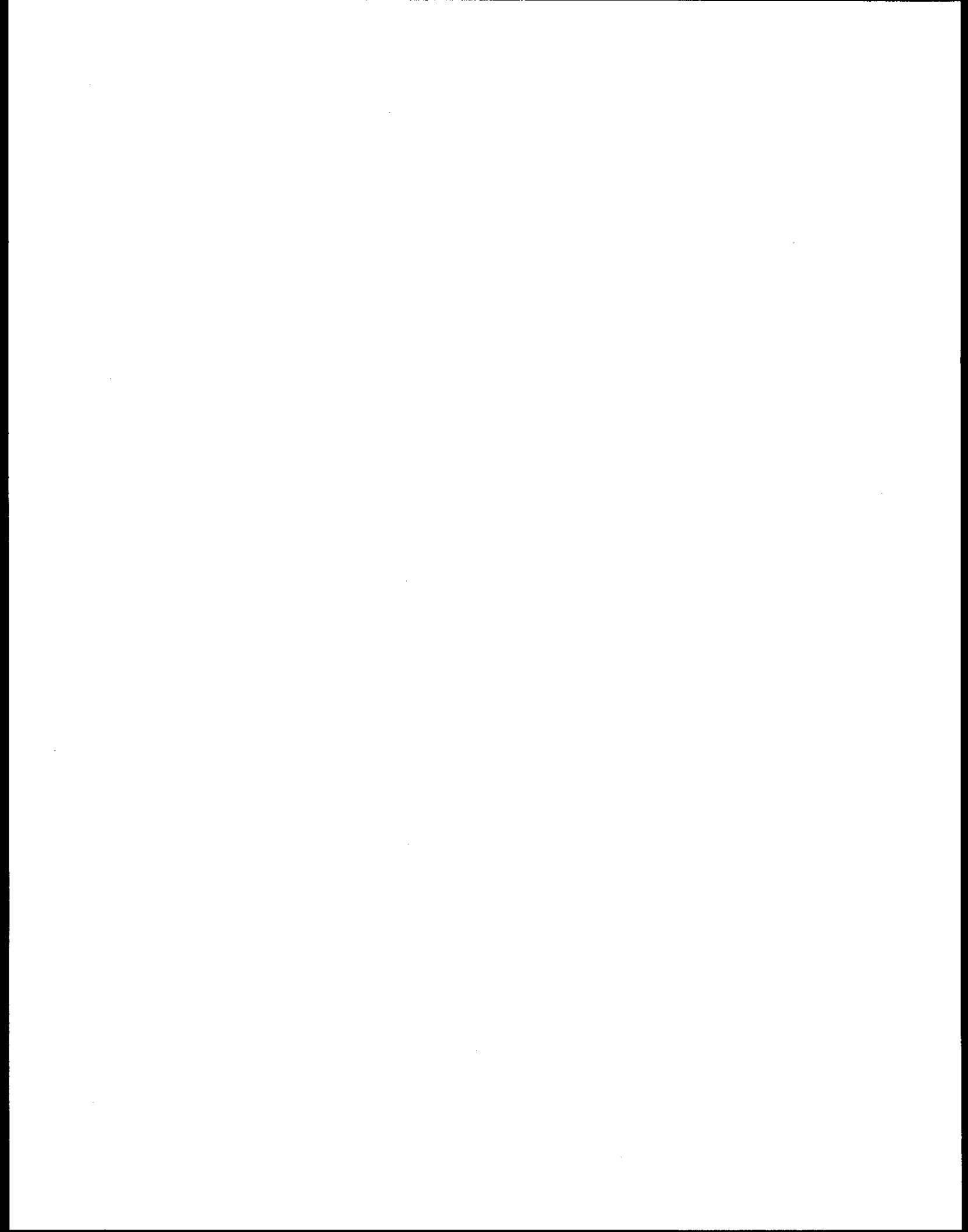
(B)  Foreign corporations only:  
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

\_\_\_\_\_  
\_\_\_\_\_

5. Indicate which address the Annual Report should be mailed to: 4(A)  4(B) \_\_\_\_\_

6. (A)  The statutory agent in ARIZONA is to be changed. The name and address of the new statutory agent is:

Justin Scott  
P.O. Box 10000  
Prescott, AZ 86304



Corporation Name: CATHEDRAL PINES

File Number: 0329700-2

(B)  The address of the statutory agent in ARIZONA is to be changed. The new address of the statutory agent is:

P.O. Box 10000  
PRESOTT, AZ 86304

and the statutory agent has given the Corporation written notice of this change.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

DATED this \_\_\_\_\_ day of \_\_\_\_\_,

CATHEDRAL PINES COMMUNITY ASSOCIATION, INC.  
[Name of Corporation]

By Jeanette Fein

Jeanette Fein Officer of the Board  
[Name] [Title]

[Signature]  
[Statutory Agent]

\*(Statutory Agent must sign only if changing address.)

If the agent has a P.O. box, then they must also provide a physical location/address where service of process on the corporation can occur. Also, personal mail boxes (PMB) are unacceptable for a physical address, but fine for a mailing address.

Acceptance of Appointment  
By Statutory Agent\*\*

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this \_\_\_\_\_ day of \_\_\_\_\_,

Signature: [Signature]

Printed Name: JUSTIN SCOTT

\*\* (required only if a new statutory agent is being appointed)

PLEASE NOTE: IF THIS STATEMENT INCLUDES AN AGENT'S STATEMENT OF RESIGNATION, THEN YOU MUST ENCLOSE A FILING FEE OF \$10.00 (U.S.) MADE PAYABLE TO THE ARIZONA CORPORATION COMMISSION.

RECEIVED

JUN 20 2003

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

10/10/10

Run Date: 05/28/03  
Run Time: 10:59 AM

Cathedral Pines  
Balance Sheet  
As of 12/31/02

ASSETS

CASH

B of A Checking	\$	2,971.20
A G Edwards Money Mkt		4,921.83
Boston Federal Savings		9,000.00
Capital One FSB		10,000.00
Capital One FSB #2		15,000.00
Discover Bank		15,000.00
First Bank Puerto Rico		6,000.00
First USA Bank NA		9,000.00
Construction Bonds		6,503.48

Subtotal Cash		\$	78,396.51
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ACCOUNTS RECEIVABLE

A/R Lien Fees	\$	2,575.00
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Subtotal Accounts Receivable		\$	2,575.00
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FIXED ASSETS

Land and Sign	\$	3,584.72
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Subtotal Fixed Assets		\$	3,584.72
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TOTAL ASSETS

	\$	84,556.23
		=====

LIABILITIES & EQUITY

CURRENT LIABILITIES:

Construction Bonds Payable	\$	6,000.00
Escalante Lane Reserve		1,500.00

Subtotal Current Liab.		\$	7,500.00
------------------------	--	----	----------

EQUITY:

Operating Fund	\$	9,634.40
Reserve Fund		67,421.83
Current Year Net Income/(Loss)		.00

Subtotal Equity		\$	77,056.23
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TOTAL LIABILITIES & EQUITY

	\$	84,556.23
		=====

RUN DATE: 5/28/03  
RUN TIME: 10:57 AM

Cathedral Pines  
BOARD/COMMITTEE MEMBERS REPORT AS OF 05/28/03

PAGE 1

NAME/ADDRESS	TITLE/E-MAIL	WORK/FAX	HOME/CELL	TERM EXPIRATION
-----				
CLASS: PRESIDENT				
Joe Scimeca 1550 Spruce Canyon Drive Prescott AZ 86303				
CLASS: TREASURER				
Don Morris 1391 Escalante Drive Prescott AZ 86303				
CLASS: SECRETARY				
Doug Oliver 765 Vista Del Sol Prescott AZ 86303				

-- End of report --

**9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)**

Nonprofit corporations **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure.

**9A. MEMBERS (A.R.S. § 10-11622.A.6)** Only Nonprofit Corporations must answer this question.

This corporation **DOES**  **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/or 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 business 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**

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, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.02, 10-1623 & 10-11623)**

- A) Has the corporation filed a petition for bankruptcy or appointed a receiver? One box **must** be marked: **YES**  **NO**
- B) Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or 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 business corporations only]

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

If "YES" to A and/or B, 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. (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business.
3. The dates of corporate operation.
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation.
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed.
6. Name and address of court appointed receiver.

**12. SIGNATURES:** Annual Reports must be signed and dated by at least one duly authorized officer or they 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 Joe Semeca Date 03/28/03 Name Donald E. Morris Date 3/28/03  
 Signature Joe Semeca Signature Donald E. Morris  
 Title President Title Treasurer

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

# Annual Report Instruction Sheet - READ ME! PLEASE FOLLOW THESE DIRECTIONS!

This is the instruction sheet for the annual reporting process for all corporations doing business in Arizona. Every corporation must submit an annual report once a year. This annual report must be correctly filled out and submitted by the assigned due date or the corporation may be administratively dissolved or have its authority revoked by the State of Arizona. This is the only notice you will receive. According to A.R.S. §10-1622.F, penalties accrue on business corporation annual reports which are submitted late (after the due date). Corporations must use the annual report form prescribed by the Corporation Commission. **No other format is allowed.**

Please verify the business address and statutory agent and agent address information on page one. Strike out incorrect information. Correct information should be legibly written above or to the side of struck, incorrect information. Complete the remainder of the form - use the corporation's original articles of incorporation, amendment documents and corporate minutes as guides for the stock questions. **IMPORTANT:** The entirety of this document is public record, including addresses cited. **\*Use black or blue ink.**

- 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 provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must provide a physical description of their street address/location. 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. Do not sign in the space provided, unless you are appointing a new agent.
- 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 and issued, 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, with address.
- 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 types 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 as explained in section 10.
- Section 11.** All corporations must check either YES or NO in the Statement of Bankruptcy, Receivership or Charter Revocation (both A and B). Those who check the "YES" box must supply the attachment required as 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 and dating the report. The signer(s) shall be at least one duly authorized officer.
- Sign, Date & Mail the Check and Annual Report.** Business corporations must send **\$45**, Nonprofit corporations **\$10**. Credit cards are **not** accepted. Business/profit corporations are subject to penalties if their report is submitted after its assigned due date. Contact the Annual Report section at **602-542-3285 (Phoenix) or 520-628-6560 (Tucson)** or by FAX at **602-542-0082** for the penalty amount due.

MAKE CHECK PAYABLE TO:  
MAIL OR DELIVER TO:

ARIZONA CORPORATION COMMISSION  
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. The Commission's web site ([www.cc.state.az.us](http://www.cc.state.az.us)) has more general information about annual reports and reporting requirements. 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.



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Signature of new Statutory Agent

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- 18. Insurance
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- 21. Mining
- 22. News Media
- 23. Pharmaceutical
- 24. Publishing/Printing
- 25. Ranching/Livestock
- 26. Real Estate
- 27. Restaurant/Bar
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- 29. Science/Research
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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. **Please Type or Print Clearly.**

**NONE**  Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Name: \_\_\_\_\_ Name: \_\_\_\_\_

**7. OFFICERS** Please Type or Print Clearly. You Must List at Least One.

Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Title: \_\_\_\_\_ Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: *BH* \_\_\_\_\_  
*See Attached*

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_  
Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Title: \_\_\_\_\_ Title: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_

**8. DIRECTORS** Please Type or Print Clearly. You Must List at Least One.

Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_  
*See Attached*

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_  
Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_

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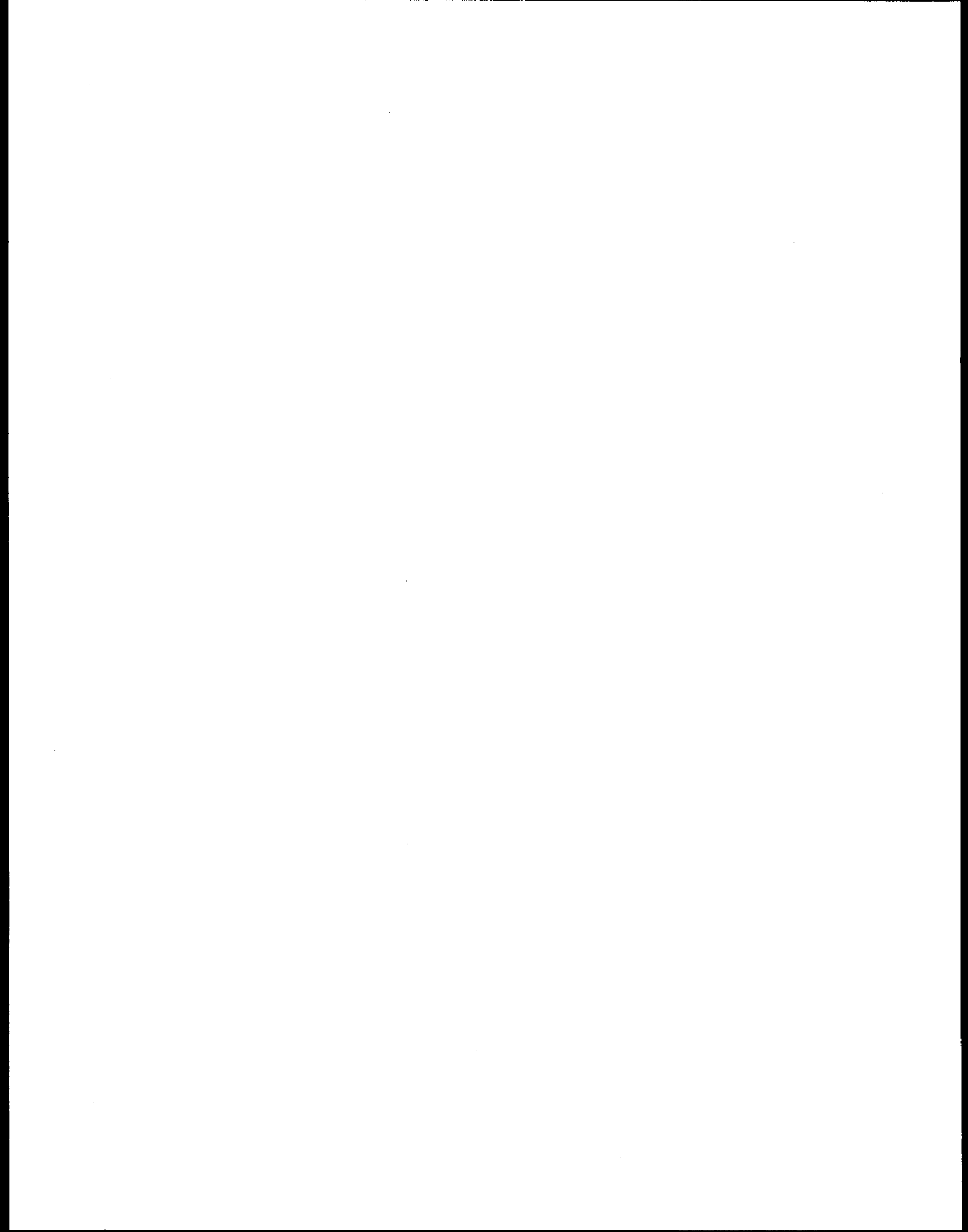
(B)  Foreign corporations only:  
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\_\_\_\_\_  
\_\_\_\_\_

5. Indicate which address the Annual Report should be mailed to: 4(A)  4(B) \_\_\_\_\_

6. (A)  The statutory agent in ARIZONA is to be changed. The name and address of the new statutory agent is:

Justin Scott  
P.O. Box 10000  
Prescott, AZ 86304



Corporation Name: CATHEDRAL PINES

File Number: 0329700-2

(B)  The address of the statutory agent in ARIZONA is to be changed. The new address of the statutory agent is:

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and the statutory agent has given the Corporation written notice of this change.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

DATED this \_\_\_\_\_ day of \_\_\_\_\_,

CATHEDRAL PINES COMMUNITY ASSOCIATION, INC.  
[Name of Corporation]

By Jeanette Fein

Jeanette Fein Officer of the Board  
[Name] [Title]

[Signature]  
[Statutory Agent]

\*(Statutory Agent must sign only if changing address.)

If the agent has a P.O. box, then they must also provide a physical location/address where service of process on the corporation can occur. Also, personal mail boxes (PMB) are unacceptable for a physical address, but fine for a mailing address.

Acceptance of Appointment  
By Statutory Agent\*\*

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this \_\_\_\_\_ day of \_\_\_\_\_,

Signature: [Signature]

Printed Name: JUSTIN SCOTT

\*\* (required only if a new statutory agent is being appointed)

PLEASE NOTE: IF THIS STATEMENT INCLUDES AN AGENT'S STATEMENT OF RESIGNATION, THEN YOU MUST ENCLOSE A FILING FEE OF \$10.00 (U.S.) MADE PAYABLE TO THE ARIZONA CORPORATION COMMISSION.

RECEIVED

JUN 20 2003

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

Yours truly,



10

RUN DATE: 5/28/03  
RUN TIME: 10:57 AM

Cathedral Pines  
BOARD/COMMITTEE MEMBERS REPORT AS OF 05/28/03

PAGE 1

NAME/ADDRESS	TITLE/E-MAIL	WORK/FAX	HOME/CELL	TERM EXPIRATION
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CLASS: PRESIDENT

Joe Scimeca  
1550 Spruce Canyon Drive  
Prescott AZ 86303

CLASS: TREASURER

Don Morris  
1391 Escalante Drive  
Prescott AZ 86303

CLASS: SECRETARY

Doug Oliver  
765 Vista Del Sol  
Prescott AZ 86303

-- End of report --

10

THE HISTORY OF THE UNITED STATES

The history of the United States is a story of growth and change. It begins with the first settlers who came to the continent in search of a better life. They found a land of opportunity, but also a land of conflict. The struggle for independence was a long and hard one, but in the end, the people of the United States won their freedom and established a new nation.

THE FOUNDING FATHERS

The Founding Fathers were the men who led the United States to independence. They were men of great vision and courage, who believed in the principles of liberty and justice for all. They wrote the Constitution, which is the foundation of our government today. Their legacy lives on in the words and actions of the people of the United States.

THE WESTERN FRONTIER

The Western Frontier was a land of adventure and discovery. It was a place where men went to seek their fortune, to find a better life, and to expand the borders of the United States. The frontier was a place of great danger, but also of great opportunity. It was a place where the spirit of the American West was born.

THE CIVIL WAR

The Civil War was a time of great conflict and sacrifice. It was a war that tested the strength of the United States and the values of the American people. It was a war that ended slavery and established the principle of equality for all. The Civil War was a turning point in the history of the United States, and its legacy is still felt today.

THE RECONSTRUCTION

The Reconstruction was a time of great change and challenge. It was a time when the United States sought to rebuild itself after the devastation of the Civil War. It was a time when the principles of liberty and justice were tested once again. The Reconstruction was a difficult and long process, but it was a necessary one. It was a time when the United States began to heal and move forward.

THE GREAT DEPRESSION

The Great Depression was a time of great hardship and suffering. It was a time when the United States was hit by a severe economic crisis that lasted for years. It was a time when many people lost their homes and their jobs. The Great Depression was a time of great challenge, but it was also a time when the United States showed its resilience and its ability to overcome adversity. It was a time when the American people came together and supported their leaders in the fight to recover from the crisis.

**9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)**

Nonprofit corporations **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure.

**9A. MEMBERS (A.R.S. § 10-11622.A.6)** Only Nonprofit Corporations must answer this question.

This corporation **DOES**  **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/or 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 business 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**

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, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.02, 10-1623 & 10-11623)**

- A) Has the corporation filed a petition for bankruptcy or appointed a receiver? One box **must** be marked: **YES**  **NO**
- B) Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or 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 business corporations only]

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

If "YES" to A and/or B, 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. (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business.
3. The dates of corporate operation.
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation.
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed.
6. Name and address of court appointed receiver.

**12. SIGNATURES:** Annual Reports must be signed and dated by at least one duly authorized officer or they 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 <u>Joe Semeca</u> Date <u>03/28/03</u>	Name <u>Donald E. Morris</u> Date <u>3/28/03</u>
Signature <u>Joe Semeca</u>	Signature <u>Donald E. Morris</u>
Title <u>President</u>	Title <u>Treasurer</u>

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

# Annual Report Instruction Sheet - READ ME! PLEASE FOLLOW THESE DIRECTIONS!

This is the instruction sheet for the annual reporting process for all corporations doing business in Arizona. Every corporation must submit an annual report once a year. This annual report must be correctly filled out and submitted by the assigned due date or the corporation may be administratively dissolved or have its authority revoked by the State of Arizona. This is the only notice you will receive. According to A.R.S. §10-1622.F, penalties accrue on business corporation annual reports which are submitted late (after the due date). Corporations must use the annual report form prescribed by the Corporation Commission. **No other format is allowed.**

Please verify the business address and statutory agent and agent address information on page one. Strike out incorrect information. Correct information should be legibly written above or to the side of struck, incorrect information. Complete the remainder of the form - use the corporation's original articles of incorporation, amendment documents and corporate minutes as guides for the stock questions. **IMPORTANT:** The entirety of this document is public record, including addresses cited. **\*Use black or blue ink.**

- 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 provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must provide a physical description of their street address/location. 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. Do not sign in the space provided, unless you are appointing a new agent.
- 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 and issued, 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, with address.
- 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 types 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 as explained in section 10.
- Section 11.** All corporations must check either YES or NO in the Statement of Bankruptcy, Receivership or Charter Revocation (both A and B). Those who check the "YES" box must supply the attachment required as 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 and dating the report. The signer(s) shall be at least one duly authorized officer.
- Sign, Date & Mail the Check and Annual Report.** Business corporations must send **\$45**, Nonprofit corporations **\$10**. Credit cards are **not** accepted. Business/profit corporations are subject to penalties if their report is submitted after its assigned due date. Contact the Annual Report section at **602-542-3285 (Phoenix) or 520-628-6560 (Tucson)** or by FAX at **602-542-0082** for the penalty amount due.

MAKE CHECK PAYABLE TO:  
MAIL OR DELIVER TO:

ARIZONA CORPORATION COMMISSION  
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. The Commission's web site ([www.cc.state.az.us](http://www.cc.state.az.us)) has more general information about annual reports and reporting requirements. 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.