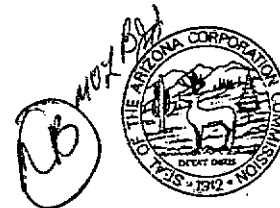




STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE



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.**

1. ARIZONA BILTMORE HOTEL VILLAS CONDOMINIUMS ASSOCIATION
3101 N CENTRAL AVE 13TH FL
PHOENIX, AZ 85012

Corporation File Number:

Business Phone:

(Business phone is optional)

State of Domicile: ARIZONA

Type of Corporation: NON-PROFIT

A.C.C. CORPORATIONS

DIV

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2. Arizona Statutory Agent: GALLAGHER & KENNEDY SERV CORP
Street Address: 2600 N CENTRAL AVE
(NOT P.O. BOX)
City, State, Zip: PHOENIX AZ 85004-3020

ACC USE ONLY

Fee	\$10
Penalty	\$
Restate	\$
Expedite	\$
Total	\$10
FY97-98	

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.

A. Ennis Dale

Signature A. Ennis Dale

3101 N. Central Ave., Ste. 1390
c/o Grossman Company Properties
Phoenix, AZ 85012

3. Secondary Address:

(Foreign Corporations are
REQUIRED to complete
this section)

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

BUSINESS CORPORATIONS

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NON-PROFIT CORPORATIONS

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

DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING

- | |
|---|
| 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)

Number of Shares/Certificates Issued 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.

☐ NONE Name: _____ Name: _____
 Name: _____ Name: _____

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

Name: <u>Charles Carlise</u>	Name: <u>Martin DeRito</u>
Title: <u>PRESIDENT/CEO</u>	Title: <u>VICE-PRESIDENT</u>
Address: <u>3101 N CENTRAL AVE STE 1390</u>	Address: <u>6143 W. Dublin Lane</u>
<u>PHOENIX, AZ 85012-</u>	<u>Chandler, AZ 85226</u>
Date taking office: <u>5/15/97</u>	Date taking office: <u>5/15/97</u>
Name: <u>George Hill</u>	Name: <u>W. Matthew Crow</u>
Title: <u>SECRETARY</u>	Title: <u>TREASURER</u>
Address: <u>8 Linda Isle</u>	Address: <u>3101 N CENTRAL AVE STE 1390</u>
<u>Newport Beach, CA 92660</u>	<u>PHOENIX, AZ 85012-</u>
Date taking office: <u>5/15/97</u>	Date taking office: <u>5/15/97</u>

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

Name: <u>CHARLES CARLISE</u>	Name: <u>W MATTHEW CROW</u>
Address: <u>3101 N CENTRAL AVE STE 1390</u>	Address: <u>3101 N CENTRAL AVE STE 1390</u>
<u>PHOENIX, AZ 85012-</u>	<u>PHOENIX, AZ 85012-</u>
Date taking office: <u>06-29-94</u>	Date taking office: <u>06-29-94</u>
Name: <u>George Hill</u>	Name: <u>Martin DeRito</u>
Address: <u>8 Linda Isle</u>	Address: <u>6143 W. Dublin Lane</u>
<u>Newport Beach, CO 92660</u>	<u>Chandler, AZ 85226</u>
Date taking office: <u>5/15/97</u>	Date taking office: <u>5/15/97</u>

**ARIZONA BILTMORE HOTEL
VILLA CONDOMINIUM ASSOCIATION
BALANCE SHEET
AS OF DECEMBER 31, 1997 & 1996**

	<u>1997</u>	<u>1996</u>
ASSETS:		
CURRENT ASSETS:		
CASH:		
CHECKING	46,655	44,221
RESERVE	<u>69,993</u>	<u>0</u>
TOTAL CASH	116,648	44,221
RECEIVABLES:		
ACCOUNTS RECEIVABLE	3,914	19,132
OTHER ASSETS:	0	0
TOTAL ASSETS	<u>120,562</u>	<u>63,353</u>
LIABILITIES & EQUITY:		
CURRENT LIABILITIES:		
ACCOUNTS PAYABLE	21,977	10,701
OTHER LIABILITIES:		
RESERVE DEPOSITS	69,053	43,133
TOTAL LIABILITIES	91,030	53,834
MEMBERS EQUITY:		
RETAINED EARNINGS - UNAPPROPRIATED	9,519	0
NET INCOME	20,013	9,519
TOTAL LIABILITIES & EQUITY	<u>120,562</u>	<u>63,353</u>

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. | 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)

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 Charles Carlise Date 4/28/98 Name George Hill Date 4/29/98

Signature [Signature] Signature [Signature]

Title President Title Secretary

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