C/R 3-10-98

STATE OF ARIZONA
CORPORATION COMMISSION

NONPROFIT CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE
FOREIGN / DOMESTIC

FOR FISCAL YEAR ENDING 12-31-96 DUE ON OR BEFORE 4-15-97 10/2098

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.

Corporation File: 0739889-0
Corporation Name: ANTELOPE POINT HOMEOWNERS ASSOCIATION
Address: P.O. Box ~~85754~~ 86375
City, State, Zip: TUCSON, AZ 85754
Domicile: AZ
Type: NON-PROFIT

RECEIVED
OCT 20 1998
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Arizona Statutory Agent: SAMMYE RICHARDSON
Street Address: 10915. BILL MARTIN DR
(NOT P.O. BOX)
City, State, Zip: TUCSON, AZ. 85754

1. Check the one category below which best describes the CHARACTER OF AFFAIRS conducted by your corporation in Arizona.

REINSTATEMENT $25.

1. __ Charitable	8. __ Social	15. __ Agricultural
2. __ Benevolent	9. __ Fraternal	16. __ Horticultural
3. __ Educational	10. __ Literary	17. __ Animal Husbandry
4. __ Civic	11. __ Cultural	18. __ 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 _____

ACC USE ONLY	
Fee	$ 10
Penalty	$ 22
Total	$ 57

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

25 or Less ___ 26 - 100 ___ 101 - 500 ___ Over 500 ___

PAID

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.

SAMMYE A. Richardson — P.O Box 86375
Statutory Agent Name — Address

A. Richardson — Tucson AZ 85754
Signature — City, State, Zip

4. Foreign Corporations list Address in Domicile Jurisdiction:

Street/P. O. Box — City, State, (Country) Zip

5. OFFICERS

PRESIDENT: Samuel A Richards

Address: P.O Box 86375
Tucson AZ 85754.

Date taking office: Oct 97.

VICE PRESIDENT: Ken. Randal. asst sec

Address: 1127 ANTELOPE Meadows loop
Tucson AZ 85754

Date taking office: Oct 98.

SECRETARY: Hiawatha M. Crump

Address: 1121. Antelope Meadow loop
Tucson AZ 85754.

Date taking office: Oct 1998

TREASURER: Kathy Gavin

Address: 7411 S. Alvenda
De Belleza

Date taking office: Oct 97

6. DIRECTORS SAME as Officers

NAME: Hiawatha M. Crump

Address: 1121 S. Antelope Meadow loop

Date taking office: _____

NAME: _____

Address: _____

Date taking office: _____

NAME: _____

Address: _____

Date taking office: _____

NAME: _____

Address: _____

Date taking office: _____

DO NOT WRITE BELOW THIS LINE

Antelope Point
(Non-Profit Corporation Name)

0739889-0
(File Number)

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

In active SHR

ASSETS

Current Assets:

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

ABILITIES

urrent Liabilities:

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

0046(NP) (Rev. 4/95)

8.A. CERTIFICATE OF DISCLOSURE (A.R.S. §10-1084)

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 [signature] Date 10/15/98 By [signature] Date 10/15/98

Title President Title Vice-President/Secretary

903-2100

(520) 882-7202