



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

AZ Corp. Commission
00667636

DUE ON OR BEFORE 04/07/2003

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.

1. -1018143-3

VILLAGES AT SPENCER PLACE HOMEOWNERS ASSOCIATION

~~6710 N SCOTTSDALE RD #150~~
~~SCOTTSDALE, AZ 85253~~

90 R & R Property Mgt., LLC
2850 E. Camelback Rd, #315
Phoenix, AZ 85016

RECEIVED

MAR 13 2003

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Business Phone: _____ (Business phone is optional.)

State of Domicile: **ARIZONA** Type of Corporation: **NON-PROFIT**

2. Statutory Agent: ~~FC SERVICE CORPORATION~~

Mailing Address: ~~3003 N CENTRAL AVE #2600~~

City, State, Zip: ~~PHOENIX, AZ 85012~~

Physical Address, If Different.

Physical Address:

City, State, Zip:

Betsy Retchin
2850 E. Camelback Rd #315
Phoenix, AZ 85016

ACC USE ONLY

Fee \$ 10 ^{IPR} 3/17-03

Penalty \$ _____

Reinstate \$ _____

Expedite \$ _____

Resubmit \$ _____

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.

Betsy Retchin
Signature of new Statutory Agent

3. Secondary Address:

(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)

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. Please Type or Print Clearly.

Name: Name:

NONE

Name: Name:

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

Name: Bruce Schroeder

Title: President

Address: 6710 N. Scottsdale Rd., #150 Scottsdale, AZ 85253

Date taking office: 2/8/02

Name: Carol Grumley

Title: Secretary/Treasurer

Address: 6710 N. Scottsdale Rd., #150 Scottsdale, AZ 85253

Date taking office: 2/8/02

Name: Patrick Tice

Title: Vice President

Address: 6710 N. Scottsdale Rd., #150 Scottsdale, AZ 85253

Date taking office: 2/8/02

Name:

Title:

Address:

Date taking office:

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

Name: Bruce Schroeder

Address: 6710 N. Scottsdale Rd., #150 Scottsdale, AZ 85253

Date taking office: 2/7/02

Name: Carol Grumley

Address: 6710 N. Scottsdale Rd., #150 Scottsdale, AZ 85253

Date taking office: 2/7/02

Name: Patrick Tice

Address: 6710 N. Scottsdale Rd., #150 Scottsdale, AZ 85253

Date taking office: 2/7/02

Name:

Address:

Date taking office:

VILLAGES AT SPENCER PLACE HOMEOWNERS ASSN.

BALANCE SHEET
DECEMBER 31, 2002

ASSETS

CURRENT ASSETS:

1010	Cash in Bank-Operating	\$ 6,444.88	

	TOTAL CURRENT ASSETS		\$ 6,444.88

OTHER ASSETS:

	TOTAL ASSETS		\$ 6,444.88
		=====	

MIKESELL ACCOUNTING
Sandra J. Mikesell, E.A.
15581 W. Amelia Drive, Goodyear, AZ 85338

VILLAGES AT SPENCER PLACE HOMEOWNERS ASSN.

BALANCE SHEET
DECEMBER 31, 2002

LIABILITIES AND CAPITAL

CAPITAL:		
2880	Retained Earnings (Current)	\$ 6,444.88

	TOTAL CAPITAL	6,444.88

	TOTAL LIABILITIES AND CAPITAL	\$ 6,444.88
		=====

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VILLAGES AT SPENCER PLACE HOMEOWNERS ASSN.

INCOME STATEMENT
FOR THE QUARTER AND *A QUARTERS ENDED *B

	CURRENT		YEAR	
	PERIOD	%	TO DATE	%
INCOME:				
3050 Homeowner Assessments	\$ 1,225.66	16.5	\$ 1,225.66	16.5
3070 Builder Assessments	6,224.00	83.5	6,224.00	83.5
3350 Fines	1.96	.0	1.96	.0
	-----	-----	-----	-----
TOTAL INCOME	7,451.62	100.0	7,451.62	100.0
6000 OPERATING EXPENSES	1,006.74	13.5	1,006.74	13.5
	-----	-----	-----	-----
OPERATING PROFIT	6,444.88	86.5	6,444.88	86.5
	-----	-----	-----	-----
NET INCOME	\$ 6,444.88	86.5	\$ 6,444.88	86.5
	*****	=====	*****	=====

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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 Carol Grunley Date 2/19/03 Name _____ Date _____

Signature Carol Grunley Signature _____

Title Secretary/Treasurer Title _____

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