AZ Corp. Commission
02490749

WEB FORM COPY

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

DUE ON OR BEFORE 05/27/2008 FY07-08 **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 on page 4 for proper format.

RECEIVED
JUL 0 8 2008
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

1. -1389965-2

ENCORE AT TEMPE VILLAGE HOMEOWNERS ASSOCIATION, INC.
% AAM LLC
7740 N 16TH ST #300
PHOENIX, AZ 85020

*** AD-DISSOLVED-PUB/FILE AFFIDAVIT *05/20/2008; CONTACT THE COMMISSION AT 602-542-3026!***

Business Phone: _____ (Business phone is optional.)

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

2. Statutory Agent: LAURA ZIFF
Mailing Address: % AAM LLC
7740 N 16TH ST #300
City, State, Zip: PHOENIX, AZ 85020

Physical Address, If Different.
Physical Address:
City, State, Zip:

ACC USE ONLY

Fee $_____
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.

_____
Signature of *new* Statutory Agent

_____
Printed Name 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_____

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% AAM LLC
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PHOENIX, AZ 85020

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City, State, Zip: PHOENIX, AZ 85020

Physical Address, If Different.
Physical Address:
City, State, Zip:

ACC USE ONLY

Fee $_____

Penalty $_____

Reinstate $_____

Expedite $_____

Resubmit $_____

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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

_____
Printed Name of *new* Statutory Agent

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- ☐ 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
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- ☐ 38. Other _____

NON-PROFIT CORPORATIONS

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- 2. ☐ Benevolent
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- 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 PRINT OR TYPE CLEARLY.

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**.

Number of Shares/Certificates **Authorized**	Class	Series Within Class (if any)
N/A 0 0		

5b. 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**.

Number of Shares/Certificates **Issued**	Class	Series Within Class (if any)
N/A 0 0		

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 PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: *Geno Carr*
Title: *President*
Address: *7740 N. 16th St. 300*
Phoenix, AZ 85020
Date taking office: _____

Name: *Gene Morrison*
Title: *Vice President*
Address: *7740 N. 16th St 300*
Phoenix, AZ 8020
Date taking office: _____

Name: *Paul Kroff*
Title: *Secretary*
Address: *7740 N. 16th St Ste 300*
Phoenix AZ 85020
Date taking office: _____

Name: *Paul Kroff*
Title: *Treasurer*
Address: *7740 N. 16th St. Ste 300*
Phoenix, AZ 85020
Date taking office: _____

8. DIRECTORS PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: *Geno Carr*
Address: *7740 N. 16th St Ste 300*
Phoenix, AZ 85020
Date taking office: _____

Name: *Gene Morrison*
Address: 7740 N. 16th St. Ste 300
Phoenix, AZ 85020
Date taking office: _____

Name: *Paul Kroff*
Address: *7740 N. 16th St. Ste. 300*
Phoenix, AZ 85020
Date taking office: _____

Name: _____
Address: _____
_____
Date taking office: _____

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 PRINT OR TYPE CLEARLY.

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**.

Number of Shares/Certificates **Authorized**	Class	Series Within Class (if any)
N/A 0 0		

5b. 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**.

Number of Shares/Certificates **Issued**	Class	Series Within Class (if any)
N/A 0 0		

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 PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: *Geno Carr*
Title: *President*
Address: *7740 N. 16th St. 300*
Phoenix, AZ 85020
Date taking office: _____

Name: *Gene Morrison*
Title: *Vice President*
Address: *7740 N. 16th St 300*
Phoenix, AZ 8020
Date taking office: _____

Name: *Paul Kroff*
Title: *Secretary*
Address: *7740 N. 16th St Ste 300*
Phoenix AZ 85020
Date taking office: _____

Name: *Paul Kroff*
Title: *Treasurer*
Address: *7740 N. 16th St. Ste 300*
Phoenix, AZ 85020
Date taking office: _____

8. DIRECTORS PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: *Geno Carr*
Address: *7740 N. 16th St Ste 300*
Phoenix, AZ 85020
Date taking office: _____

Name: *Gene Morrison*
Address: 7740 N. 16th St. Ste 300
Phoenix, AZ 85020
Date taking office: _____

Name: *Paul Kroff*
Address: *7740 N. 16th St. Ste. 300*
Phoenix, AZ 85020
Date taking office: _____

Name: _____
Address: _____
_____
Date taking office: _____

ARIZONA CORPORATION COMMISSION

CORPORATIONS DIVISION
1300 West Washington
Phoenix, Arizona 85007-2929

ENCORE AT TEMPE VILLAGE HOMEOWNERS ASSOCIATION, INC.
% AAM LLC
7740 N 16TH ST #300

PHOENIX, AZ 85020

Effective Date: **05/12/2008**
File No: **-1389965-2**

Original Due Date: **May 27, 2008** Received: **04/17/08**

We have deposited your check, however your annual report is being returned for the following reason(s):

We cannot accept your annual report until we receive an affidavit of publication proving that your articles of incorporation, amendments, mergers, etc have been published and have ran three consecutive times in an approved newspaper. If you have already published, attach your affidavit and submit along with your annual report. If you have not published and have additional questions, please visit our website at www.azcc.gov for more information.

IMPORTANT INFORMATION

Please note: This annual report has not been approved, it is being returned to you for corrections which are listed above. If you wish to avoid additional penalties and possible administrative dissolution, this report must be returned within 30 days after the effective date of this notice to be deemed timely filed. Refer to A.R.S. 10-1622.F for more information.

To successfully process your document, it is important for you to return:

1) A copy of this letter.
2) All annual report(s) which accompanied this letter (with corrections made).
3) Filing fee, penalties, or reinstatement fee if due.
4) Additional forms if required, like the Affidavit of Publication.

AR: 0021
REV. 03/2008

ARIZONA CORPORATION COMMISSION
Corporations Division

1300 West Washington Street
Phoenix, Arizona 85007-2929

400 West Congress Street, Suite 221
Tucson, Arizona 85701-1347

CERTIFICATE OF DISSOLUTION

To:
LAURA ZIFF
% AAM LLC
7740 N 16TH ST #300
PHOENIX, AZ 85020

Effective Date: 05/20/2008

Corporation Name: ENCORE AT TEMPE VILLAGE HOMEOWNERS ASSOCIATION, INC.
File Number: -1389965-2

The Corporation Commission has determined that the following grounds continue to exist under A.R.S. ''10-1420 & 10-11420 and therefore has administratively dissolved your corporation pursuant to A.R.S. ''10-1421 & 10-11421 on the effective date of this notice.
AD-DISSOLVED-PUB/FILE AFFIDAVIT

Under A.R.S. ''10-1422 & 10-11422, your corporation may apply to the commission for reinstatement *within six years* after the effective date of this dissolution.

Arizona Corporation Commission
Annual Reports Section
(602) 542-3285

Questions can be directed to:
Phoenix (602) 542-3285 or Toll Free 1-(800) 345-5819 or Tucson (520) 628-6560.
Please ask to speak with an examiner in the Annual Reports Section.

Note: Helpful information can be found on the Commission web site **www.azcc.gov**
Profit annual reports can be electronically filed via the web site.

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.
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.

11. STATEMENT OF BANKRUPTCY, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.D.2, 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 as an officer, director, trustee or incorporator of the corporation served in any such capacity OR held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

[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 Gene Carr **Date** 6-30-08 **Name** _____ **Date** _____

Signature Gene Carr **Signature** _____

Title V.P. of Construction **Title** _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this 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.
2. Full birth name.
3. Present home address.
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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 as an officer, director, trustee or incorporator of the corporation served in any such capacity OR held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

[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.
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Name Gene Carr **Date** 6-30-08 **Name** _____ **Date** _____

Signature Gene Carr **Signature** _____

Title V.P. of Construction **Title** _____

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

8032 Encore at Tempe Village Homeowners Associatio
Balance Sheet
06/20/2008

7740 North 16th Street
Suite 300
Phoenix AZ 85020

Acct #		
	ASSETS	
	OPERATING FUNDS	
1100	Operating Checking	16,749.96
	TOTAL OPERATING FUNDS	16,749.96
	RESERVE FUNDS	
1150	Reserve Fund Savings	3,870.42
	TOTAL RESERVE FUNDS	3,870.42
	OTHER ASSETS	
1115	Utility Deposit	40.00
	TOTAL OTHER ASSETS	40.00
	TOTAL ASSETS	20,660.38
	LIABILITIES	
	EQUITY	
3501	Members' Equity - Prior Year	3,085.71
	Current Year Surplus/(Deficit)	17,574.67
	TOTAL EQUITY	20,660.38
	TOTAL LIABILITIES & EQUITY	20,660.38

8032 Encore at Tempe Village Homeowners Associatio
Balance Sheet
06/20/2008

7740 North 16th Street
Suite 300
Phoenix AZ 85020

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	EQUITY	
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	TOTAL EQUITY	20,660.38
	TOTAL LIABILITIES & EQUITY	20,660.38