02-114

STATE OF ARIZONA
CORPORATION COMMISSION

NONPROFIT CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE
FOREIGN / DOMESTIC

MD

FOR FISCAL YEAR ENDING 09/30/1996 **DUE ON OR BEFORE** 01/15/1997

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: 187071-1
Corporation Name: MINGUS MOUNTAIN ESTATE RESIDENTIAL CENTER, INC.
Address: % OF WILLIAM DON CARLOS
10451 PALMERAS DRIVE, Suite L105

City, State, Zip: SUN CITY , AZ 85373
Domicile: ARIZONA
Type: NON-PROFIT
Arizona Statutory Agent: WILLIAM W. DON CARLOS
Street Address: 10451 PALMERAS DRIVE, Suite L105
(NOT P.O. BOX)

City, State, Zip: SUN CITY, AZ 85373

A.C.C. CORPORATIONS DIV RECEIVED Jul 30 '97

DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING

1. Check one or more of the categories below which best describe the CHARACTER OF AFFAIRS conducted by your corporation in Arizona.

pdw/ept 3-15-97

1. X 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 _____

ckt 2822

ACC USE ONLY
Fee $ _____
Penalty $ 2.00
Total $ _____
PAID

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

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

3. *~~If appointing a new statutory agent, the new agent MUST consent to that appointment and PRESIDENT or VICE PRESIDENT must sign 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.

Statutory Agent Name _____ Address _____

Signature _____ City, State, Zip _____

A.C.C. CORPORATIONS DIV. RECEIVED SEP 03 1997

DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING

4. Foreign Corporations list Address in Domicile Jurisdiction:

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

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5. **OFFICERS** (If no changes since last report, check here __ and go on to Section 6.)

PRESIDENT: J. DONALD LARKIN
Address:
SCOTTSDALE, AZ
Date taking office: 12/06/95

VICE PRESIDENT:
Address:
Date taking office: __/__/__

SECRETARY: SUE LARKIN
Address:
SCOTTSDALE, AZ
Date taking office: 12/06/95

TREASURER: ROBERT DILLARD
Address:
GLENDALE, AZ
Date taking office: 12/06/95

6. **DIRECTORS** (If no changes since last report, check here __ and go on to Section 7.)

NAME: DON AND JAN CROSS
Address:
PHOENIX, AZ
Date taking office: 12/06/95

NAME: ROBERT & LINDA DILLARD
Address:
GLENDALE, AZ
Date taking office: 12/06/95

NAME: RUSS L. JENSEN
Address:
SUN CITY, AZ
Date taking office: 12/06/95

NAME: DAN & CINDY KAMMRATH
Address:
GLENDALE, AZ
Date taking office: 12/06/95

~ ~ Attach Additional Sheets if Necessary ~ ~

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MINGUS MOUNTAIN ESTATE RESIDENTIAL CENTER, INC. 187071-1

ADDITIONAL OFFICERS & DIRECTORS

DIRECTOR: CHRIS MAPLE
Address:
GLENDALE, AZ
Date taking office: 12/ 06/ 95

DIRECTOR: VERA MELVIN
Address:
SCOTTSDALE, AZ
Date taking office: 12/ 06/ 95

DIRECTOR: EARL SCHULTZ
Address:
PHOENIX, AZ
Date taking office: 12/ 06/ 95

DIRECTOR: RALPH & PAT WATKINS JR
Address:
FLAGSTAFF, AZ
Date taking office: 12/ 05/ 95

DIRECTOR: BERNIE & LIBBY WEINER
Address:
PHOENIX,AZ
Date taking office: 12/ 06/ 95

DIRECTOR: GENE & INEZ LARAMY
Address:
SUN CITY, AZ
Date taking office: 12/ 06/ 95

_____: _____
Address:
Date taking office: __/__/__

_____: _____
Address:
Date taking office: __/__/__

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Address:
Date taking office: __/__/__

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Address:
Date taking office: __/__/__

_____: _____
Address:
Date taking office: __/__/__

_____: _____
Address:
Date taking office: __/__/__

McCONACHIE & MOORE
Certified Public Accountants

David H. McConachie, CPA
Donna J. Moore, CPA

Bell Plaza Professional Building South
17220 Boswell Boulevard, Suite 109
Sun City, Arizona 85373
Fax (602) 933-9715
(602) 933-9363

July 10, 1997

MINGUS MOUNTAIN ESTATE RESIDENTIAL CENTER, INC.

Re: Annual report of MINGUS MOUNTAIN ESTATE RESIDENTIAL CENTER, INC.
As of September 30, 1996

We have compiled the statement of financial condition - balance sheet (Section H) of the above named company for the date indicated above, included in the accompanying prescribed form, in accordance with the Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. We have also compiled the supplementary information presented in the prescribed form.

Our compilation was limited to presenting in the form prescribed by the Arizona Corporation Commission information that is the representation of management. We have not audited or reviewed the financial statements and supplementary information referred to above and, accordingly, do not express an opinion or any other form of assurance on them.

These financial statements are presented in accordance with the requirements of the Arizona Corporation Commission, which differ from generally accepted accounting principles and do not include all the disclosures required by generally accepted accounting principles. Accordingly, these financial statements are not designed for those who are not informed about such differences.

McConachie & Moore

Certified Public Accountants

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

ASSETS

Current Assets:

Cash	47,871.00	
Trade notes and accounts receivable (less allowance for bad debts)	203,427.00	
Inventories		
Other current assets	41,155.00	
Total Current Assets		$ 292,453.00
Land, buildings and other fixed assets (net of accumulated depreciation)	331,971.00	
Other long-term assets		
Total Assets		$ 624,424.00

LIABILITIES

Current Liabilities:

Accounts Payable	$ 240,851.00	
Mortgages, notes, bonds (payable in less than 1 year)	89,117.00	
Other current liabilities		
Total Current Liabilities		329,968.00
Mortgages, notes, bonds (payable in more than 1 year)		57,475.00
Fund Balances:		
Restricted	60,868.00	
Unrestricted	176,113.00	
Total Fund Balances		236,981.00
Total Liabilities and Fund Balances		$ 624,424.00

See accountants' compilation report.

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9.A. CERTIFICATE OF DISCLOSURE (A.R.S. § 10-128)

Has any person serving either by election or appointment as officers, directors, trustees, incorporators and persons 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:

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.

9.B. STATEMENT OF BANKRUPTCY (A.R.S. § 10-128.01)

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 _____

10. 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 X J. Donald Larkin **Date** 8/27/97 **By** XX Mary Sue Larkin **Date** 8/27/97

Title PRESIDENT **Title** SECRETARY ~~/ TREASURER~~

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