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

DUE ON OR BEFORE 01/30/1998 — **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.

A.C.C. CORPORATIONS DIV RECEIVED MAY 7 '98

DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING

1. MINGUS MOUNTAIN ESTATE RESIDENTIAL CENTER, INC.
% WILLIAM W DON CARLOS
~~10451 PALMERAS DR STE L-105~~ 13802 W. Meeker Blvd
~~SUN CITY~~, ~~AZ 85373~~
Sun City West, Az 85375

Corporation File Number: 0187071-1
0187071-1

Business Phone: _____ (Business phone is optional.)
State of Domicile: ARIZONA
Type of Corporation: NON-PROFIT

2. Arizona Statutory Agent: WILLIAM W DON CARLOS
Street Address: ~~10451 PALMERAS DR STE L-105~~ 13802 W. Meeker Blvd
(NOT P.O. BOX)
City, State, Zip: SUN CITY WEST AZ 85375-

ACC USE ONLY	
Fee	$ 10
Penalty	$ 8
Reinstate	$
Expedite	$
Total	$ 18
FY97-98	

PAID

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

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. X 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.

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** (Attach additional sheets if necessary.)

Name: J. DONALD LARKIN
Title: PRESIDENT
Address: 6313 E. SANDRA TERRACE
SCOTTSDALE, AZ 85254
Date taking office: 12/06/95

Name: ROBERT DILLARD
Title: TREASURER
Address: 20279 N. 52ND DRIVE
GLENDALE, AZ 85302
Date taking office: 12/06/95

Name: SUE LARKIN
Title: SECRETARY
Address: 6313 E. SANDRA TERRACE
SCOTTSDALE, AZ 85254
Date taking office: 12/06/95

Name:
Title:
Address:
Date taking office:

8. **DIRECTORS** Must List a Minimum of 3 Directors.

Name: KRISTIN BARRETT
Address: 1425 E. DESERT COVE #38
PHOENIX, AZ 85020
Date taking office: MARCH 1997

Name: GERALD H. HEUETT, JR.
Address: 2643 E. UNIVERSITY
PHOENIX, AZ 85034
Date taking office: MARCH 1997

Name: DON CROSS
Address: 77 E. MISSOURI #1
PHOENIX, AZ 85012
Date taking office: MARCH 1993

Name: DAN KAMMRATH
Address: 21616 N. 58TH DRIVE
GLENDALE, AZ 85308
Date taking office: DECEMBER 1994

Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.			(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing		15,133.	45	42,787.
	46 Savings and temporary cash investments		32,738.	46	128,800.
	47 a Accounts receivable	47a 290,524.			
	b Less: allowance for doubtful accounts	47b	203,427.	47c	290,524.
	48 a Pledges receivable	48a			
	b Less: allowance for doubtful accounts	48b		48c	
	49 Grants receivable			49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)			50	
	51 a Other notes and loans receivable	51a			
	b Less: allowance for doubtful accounts	51b		51c	
	52 Inventories for sale or use			52	
	53 Prepaid expenses and deferred charges			53	
	54 Investments - securities (attach schedule)		0.	54	81,432.
	55 a Investments - land, buildings, and equipment: basis	55a			
	b Less: accumulated depreciation (attach schedule)	55b		55c	
	56 Investments - other		41,155.	56	4,650.
	57 a Land, buildings, and equipment: basis	57a 825,235.			
	b Less: accumulated depreciation	57b 242,449.	331,971.	57c	582,786.
	58 Other assets (describe ▶ DEPOSITS)			58	5,531.
	59 **Total assets** (add lines 45 through 58) (must equal line 74)		624,424.	59	1,136,510.
Liabilities	60 Accounts payable and accrued expenses		240,851.	60	261,013.
	61 Grants payable			61	
	62 Deferred revenue			62	
	63 Loans from officers, directors, trustees, and key employees		11,271.	63	1,271.
	64 a Tax-exempt bond liabilities			64a	
	b Mortgages and other notes payable		57,475.	64b	172,364.
	65 Other liabilities (describe ▶)		77,846.	65	72,335.
	66 **Total liabilities** (add lines 60 through 65)		387,443.	66	506,983.
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here** ▶ [X] and complete lines 67 through 69 and lines 73 and 74				
	67 Unrestricted		176,113.	67	363,220.
	68 Temporarily restricted		60,868.	68	266,307.
	69 Permanently restricted		0.	69	0.
	Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 70 through 74				
	70 Capital stock, trust principal, or current funds			70	
	71 Paid-in or capital surplus, or land, building, and equipment fund			71	
	72 Retained earnings, endowment, accumulated income, or other funds			72	
	73 **Total net assets or fund balances** (add lines 67 through 69 OR lines 70 through 72; column (A) must equal line 19 and column (B) must equal line 21)		236,981.	73	629,527.
	74 **Total liabilities and net assets / fund balances** (add lines 66 and 73)		624,424.	74	1,136,510.

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.
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 (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 X J. DONALD LARKIN Date X 5/6/98 Name X M. SUE LARKIN Date 5-6-98

Signature X J. Donald Larkin Signature X M. Sue Larkin

Title X President, Board of Directors Title X Secretary, BOARD OF DIRECTORS

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