

STATE OF ARIZONA
CORPORATION COMMISSION

BUSINESS CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE
DOMESTIC

FOR FISCAL YEAR ENDING 10/31/1996 10/95

DUE ON OR BEFORE 02/15/1997

The following information is required by A.R.S. §10-125 for all general corporations organized for profit, professional corporations, and business trusts authorized to transact business in Arizona. The Commission's authority to prescribe this form is A.R.S. §10-142. MAKE CHANGES OR CORRECTIONS WHERE NECESSARY.

RECEIVED

Corporation File: -0046507-0
Corporation Name: STATE FARMS, INC.
Address: PO BOX 6491

FEB 20 1997

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

AZ 85364-

City, State, Zip: YUMA
Domicile: ARIZONA
Type: PROFIT

Arizona Statutory Agent: WADE NOBLE
Street Address: 2260 4TH AVE
(NOT P.O. BOX)

City, State, Zip: YUMA

AZ 85364-

1. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation in Arizona.

- | | | |
|---|--|--|
| <input type="checkbox"/> 1. Accounting | <input type="checkbox"/> 16. General Consulting | <input type="checkbox"/> 31. Restaurant/Bar |
| <input type="checkbox"/> 2. Advertising | <input type="checkbox"/> 17. Health Care | <input type="checkbox"/> 32. Retail Sales |
| <input type="checkbox"/> 3. Aerospace | <input type="checkbox"/> 18. Hotel/Motel | <input type="checkbox"/> 33. Science/Research |
| <input type="checkbox"/> 4. Agriculture | <input type="checkbox"/> 19. Import/Export | <input type="checkbox"/> 34. Sports/Sporting Events |
| <input type="checkbox"/> 5. Architecture | <input type="checkbox"/> 20. Insurance | <input type="checkbox"/> 35. Tax Services |
| <input type="checkbox"/> 6. Attorneys at Law | <input type="checkbox"/> 21. Legal Services | <input type="checkbox"/> 36. Technology (Computer) |
| <input type="checkbox"/> 7. Banking/Finance | <input type="checkbox"/> 22. Manufacturing | <input type="checkbox"/> 37. Technology (General) |
| <input type="checkbox"/> 8. Barbers/Cosmetology | <input type="checkbox"/> 23. Medicine/Dentistry | <input type="checkbox"/> 38. Television/Radio |
| <input type="checkbox"/> 9. Construction | <input type="checkbox"/> 24. Mining | <input type="checkbox"/> 39. Tourism/Convention Services |
| <input type="checkbox"/> 10. Contractor | <input type="checkbox"/> 25. News Media | <input type="checkbox"/> 40. Transportation |
| <input type="checkbox"/> 11. Credit/Collection | <input type="checkbox"/> 26. Pharmaceutical | <input type="checkbox"/> 41. Utilities |
| <input type="checkbox"/> 12. Education | <input type="checkbox"/> 27. Publishing/Printing | <input type="checkbox"/> 42. Veterinary Medicine/
Animal Care |
| <input type="checkbox"/> 13. Engineering | <input type="checkbox"/> 28. Ranching/Livestock | <input type="checkbox"/> 43. Other <u>Farm land Leasing</u> |
| <input type="checkbox"/> 14. Entertainment | <input type="checkbox"/> 29. Real Estate | |
| <input type="checkbox"/> 15. Farming | <input type="checkbox"/> 30. Resort | |

PAID

ACC USE ONLY

Fee \$ _____

Penalty \$ _____

Total \$ 46

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

25 or Less xx 26 - 100 _____ 101 - 500 _____ Over 500 _____

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.

Statutory Agent Name _____

Address _____

Signature _____

City, State, Zip _____

4. **CAPITALIZATION:** (NOTE: Business Trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.)

Number of Shares Authorized	Class	Series	Par Value
100,000	Capital		\$10.00

Number of Shares Issued	Class	Series	Par Value
100,000	Capital		\$10.00

-- PLEASE MAKE CORRECTIONS ON A SEPARATE SHEET --

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

PRESIDENT: BILLIE JEAN W LORD

VICE PRESIDENT:

Address: 4300 E HIGHWAY 95

Address:

YUMA, AZ 85365-

Date taking office: 10-06-87

Date taking office:

SECRETARY: WADE NOBLE

TREASURER: WADE NOBLE

Address: 2260 4TH AVE

Address: 2260 4TH AVE

YUMA, AZ 85364-

YUMA, AZ 85364-

Date taking office: 10-06-87

Date taking office: 10-06-87

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

NAME: BILLIE JEAN W LORD

NAME: DONALD A BRUNELL ~~DELETE~~

Address: 4300 E HIGHWAY 95

Address: 1309 E ACOMA DR

YUMA, AZ 85365-

PHOENIX, AZ 85022-

Date taking office: 10-06-87

Date taking office: 05-31-83

NAME: WADE NOBLE

NAME:

Address: 2260 4TH AVE

Address:

YUMA, AZ 85364-

Date taking office: 10-06-87

Date taking office:

7. **SHAREHOLDERS** of record holding more than 20% of any class of shares issued by the corporation or having more than 20% beneficial interest in the corporation. If none, so state.

(If no changes since last report, check here ☒ and go on to Section 8.)

NAME WHITMAN GRANDCHILDREN TRUST

NAME

WINSLOW R WHITMAN JR

NAME

NAME

Frederick G. Songco
Certified Public Accountant

5615 North 7th Street, Suite 1

Phoenix, Arizona 85014

Telephone (602) 265-3203

Telefax (602) 265-3207

February 10, 1997

Arizona Corporation Commission

Re: Annual report of STATE FARMS, INC.

As of October 31, 1996

We have compiled the statement of financial condition - BALANCE SHEET (Section H) of the above named company for the date indicated above and 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.

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 referred to above and, accordingly, do not express an opinion or any other form of assurance.

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.

 CPA

FREDERICK G. SONGCO, C.P.A.

8. STATEMENT OF FINANCIAL CONDITION (Required by A.R.S. §10-125.A.9.)

Complete the following Balance Sheet; OR

- attach a copy of Schedule L, Form 1120 filed with either the Internal Revenue Service or Arizona Department of Revenue; OR
- attach a copy of the corporation's financial statement as provided to shareholders pursuant to A.R.S. §10-052.E. Books and Records; OR
- attach a copy of your Financial Report to Shareholders as required by A.R.S. §10-127, OR
- If no business conducted this fiscal year, so state.

BALANCE SHEET**ASSETS**

Current Assets:

Cash	\$ 149,570.00
Trade notes and accounts receivable (less allowance for bad debts)	81,795.00
Inventories	
Other current assets	6,427.00

Total Current Assets	\$ 237,792.00
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Investments	
Land, buildings and other fixed assets (net of accumulated depreciation)	114,430.00
Intangible assets (net of amortization)	
Loans to shareholders	
Other assets	

Total Assets	\$ 352,222.00
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LIABILITIES AND OWNERS' EQUITY

Current Liabilities:

Accounts Payable	\$
Mortgages, notes, bonds (payable in less than 1 year)	
Other current liabilities	

Total current liabilities	\$ 0.00
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Mortgages, notes, bonds (payable in more than 1 year)	
Loans from shareholders	
Other liabilities	

Total Liabilities	\$ 0.00
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Capital stock:	(a) Preferred stock		111,800.00
	(b) Common stock	111,800.00	

Paid-in-or capital surplus	
Less cost of treasury stock	240,422.00
Retained earnings	

Total Capital	\$ 352,222.00
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TOTAL LIABILITIES and EQUITY	\$ 352,222.00
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SEE ACCOMPANYING ACCOUNTANT'S COMPILATION REPORT

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. | 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). | |

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 X

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 Bette Jean W. Lord Date 2-15-98 By [Signature] Date 2-15-98

Title PRESIDENTTitle SECRETARY- TRÉASURER