



STATE OF ARIZONA CORPORATION COMMISSION



BUSINESS CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE DOMESTIC

FOR FISCAL YEAR ENDING 12/31/1996 *10/5*

DUE ON OR BEFORE 04/15/1997 *HA*

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.

Corporation File: -0245521-6
Corporation Name: BEC SOUTHWEST, INC.
Address: PO BOX 30458 *ONT*

City, State, Zip: FLAGSTAFF AZ 86003-0458
Domicile: ARIZONA
Type: PROFIT

Arizona Statutory Agent: HAMMOND NATOLI & TELLIER PC
Street Address: 3101 N CENTRAL AVE #600 *ONT*
(NOT P.O. BOX)

City, State, Zip: PHOENIX AZ 86012-2639

RECEIVED

APR 14 1997

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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 checked="" 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 |
| <input type="checkbox"/> 14. Entertainment | <input type="checkbox"/> 29. Real Estate | |
| <input type="checkbox"/> 15. Farming | <input type="checkbox"/> 30. Resort | |

ACC USE ONLY	
Fee	\$ _____
Penalty	\$ _____
Total	\$ <u>45</u>

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

25 or Less ☒ 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	COMMON		NO PAR

Number of Shares Issued	Class	Series	Par Value
16,320	COMMON		NO PAR

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

PRESIDENT: MARCUS L. DANIELS **VICE PRESIDENT:** RANDALL G. PHILLIPS

Address: 2697 RIO DEFLAG Address: 1035 SOUTH VINEYARD
FLAGSTAFF, AZ 86004 MESA, AZ 85210

Date taking office: 10/01/92 Date taking office: 10/01/92

SECRETARY: JOHN MCCARTNEY **TREASURER:** JOHN MCCARTNEY

Address: P.O. BOX 30458 Address: P.O. BOX 30458
FLAGSTAFF, AZ 86003 FLAGSTAFF, AZ 86003

Date taking office: 10/01/93 Date taking office: 10/01/93

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

NAME: MARCUS L. DANIELS **NAME:** RANDALL G. PHILLIPS

Address: 2697 RIO DEFLAG Address: 1035 SOUTH VINEYARD
FLAGSTAFF, AZ 86004 MESA, AZ 85210

Date taking office: 10/01/92 Date taking office: 10/01/92

NAME: MARK N. MONTANEZ **NAME:** WAYNE I. MULLIS

Address: 2531 WEST MULBERRY Address: P.O. BOX 30458
PHOENIX, AZ 85017 FLAGSTAFF, AZ 86003

Date taking office: 10/01/92 Date taking office: 10/16/95

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 MARCUS L. DANIELS NAME _____

NAME _____ NAME _____

~ ~ Attach Additional Sheets if Necessary ~ ~

ADDITIONAL OFFICERS & DIRECTORS

VP : MARK N. MONTANEZ :

Address: 2531 WEST MULBERRY Address:

PHOENIX, AZ 85017

Date taking office: 10/ 01/ 93 Date taking office: __/__/__

Address: Address:

Date taking office: __/__/__ Date taking office: __/__/__

Address: Address:

Date taking office: __/__/__ Date taking office: __/__/__

Address: Address:

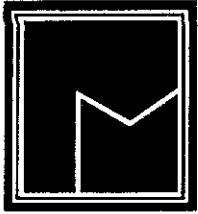
Date taking office: __/__/__ Date taking office: __/__/__

Address: Address:

Date taking office: __/__/__ Date taking office: __/__/__

Address: Address:

Date taking office: __/__/__ Date taking office: __/__/__



PITTMAN & MURDOUGH, PLLC

Certified Public Accountants

Arizona Corporation Commission

Re: Annual report of BEC SOUTHWEST, INC.

As of December 31, 1996

We have compiled the statement of financial condition - balance sheet (Section H) of the above named company as of December 31, 1996 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. The financial statement has been prepared on the income tax basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

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

This financial statement is presented in accordance with the requirements of the Arizona Corporation Commission, which differ from the income tax basis of accounting. Accordingly, this financial statement is not designed for those who are not informed about such differences.

Pittman & Murdough, PLLC

Pittman & Murdough, P.L.L.C.

March 5, 1997

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	\$ 99,920	
Trade notes and accounts receivable (less allowance for bad debts)		
Inventories		
Other current assets	14,352	
Total Current Assets		\$ 114,272

Investments		
Land, buildings and other fixed assets (net of accumulated depreciation)		12,549
Intangible assets (net of amortization)		
Loans to shareholders		
Other assets		

Total Assets \$ 126,821

LIABILITIES AND OWNERS' EQUITY

Current Liabilities:

Accounts Payable	\$	
Mortgages, notes, bonds (payable in less than 1 year)	6,369	
Other current liabilities	4,067	
Total current liabilities		\$ 10,436

Mortgages, notes, bonds (payable in more than 1 year)		3,149
Loans from shareholders		
Other liabilities		

Total Liabilities \$ 13,585

Capital stock:	(a) Preferred stock		
	(b) Common stock	40,985	40,985
Paid-in or capital surplus			
Less cost of treasury stock			
Retained earnings			72,251

Total Capital \$ 113,236

TOTAL LIABILITIES and EQUITY

\$ 126,821

See accountants' 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 MARCUS L. DANIELS Date 3-17-97 By JOAN E. Mc CARTNEY Date 3-17-97
 Title PRESIDENT Title SEC / TREAS