



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



DUE ON OR BEFORE 04/24/1999

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 for proper format. **REFER TO THE INSTRUCTIONS ON PAGE 4.**

1. ARIZONA BAPTIST RETIREMENT CENTERS, INC.
1313 E OSBORN RD STE #180
PHOENIX, AZ 85014

Corporation File Number:

-0102157-1

Business Phone: _____

(Business phone is optional)

State of Domicile: ARIZONA

Type of Corporation: NON-PROFIT

2. Arizona Statutory Agent: THOMAS D GRABINSKI
Street Address: 1313 E OSBORN RD #100
(NOT P.O. BOX)
City, State, Zip: PHOENIX AZ 85014-

ACC USE ONLY

Fee \$ 10
Penalty \$
Reinstate \$
Expedite \$
Total \$ 10
FY98-99

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: C.C. CORPORATIONS DIV.

PAID ON ACCOUNT # 1349

Date 4/13/99 \$ 10.00

RECEIVED

APR 09 1999 LD

DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING

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

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

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

Name: DAVID B ELLIS Name: LISA W BAKER

Title: PRESIDENT/CEO Title: VICE-PRESIDENT

Address: 362 W ECHO LN Address: 14303 N 91ST DR

PHOENIX, AZ 85021- PHOENIX, AZ 85281

Date taking office: 01-11-96 Date taking office: 01-09-97

Name: THOMAS D GRABINSKI Name: DONALD D DEARDOFF

Title: SECRETARY Title: TREASURER

Address: 2010 E BENDIX Address: 8511 W DREYFUSS

TEMPE, AZ 85283- PEORIA, AZ 85381-

Date taking office: 01-11-96 Date taking office: 01-09-97

8. DIRECTORS (If no changes since last report, check here ☐ and go on to Section 9.)

Name: PAUL BONHAM Name: IRVING BUSH

Address: 3 OAKWOOD HILLS DR Address: 2304 EL CAMINO CIR

CHANDLER, AZ 85248- TEMPE, AZ 85282-

Date taking office: 01-11-96 Date taking office: 01-11-96

Name: EUGENE ANDERSON Name: PAUL BARNES

Address: P O BOX 901 Address: 4161 W HAYWARD

COOLIDGE, AZ 85228- PHOENIX, AZ 85051-

Date taking office: 01-11-96 Date taking office: 01-11-96

ADDITIONAL OFFICERS

Alan Brown
Vice President
19255 N. 79th Drive
Glendale, AZ 85308
Date taking office: 01-08-98

Rod Kemp
Vice President
1331 E. 2nd Street
Mesa, AZ 85203
Date taking office: 01-09-98

Sue Young
Vice President
7229 W. Emile Zola
Peoria, AZ 85381
Date taking office: 01-11-98

Dorothy Roth
Vice President
5226 W. Acapulco Lane
Glendale, AZ 85306
Date taking office: 01-11-96

Kathleen K. Edstrom
Assistant Secretary
4646 N. 19th Avenue
Phoenix, AZ 85015
Date taking office: 01-09-98

ADDITIONAL DIRECTORS

Eugene Ayers
924 W. Moon Valley Drive
Phoenix, AZ 85023
Date taking office: 04-08-99

William Bagwell
6229 E. Everett Drive
Scottsdale, AZ 85254
Date taking office: 04-08-99

Truman Cook
P.O. Box 489
Lakeside, AZ 85929
Date taking office: 04-08-99

William P. Crotts
7228 N. 18th Place
Phoenix, AZ 85020
Date taking office: 04-08-99

Joe Panter
6440 E. Ironwood Drive
Scottsdale, AZ 85253
Date taking office: 04-08-99

Benny Smotherman
10739 E. Stoney Lane
Scottsdale, AZ 85262
Date taking office: 04-08-99

Arizona Baptist Retirement Centers, Inc.

Balance Sheet

(Unaudited)

December 31, 1998

ASSETS

CONSOLIDATED

CASH/CASH EQUIVALENTS	901,755.54
REAL ESTATE HELD FOR SALE	0.00
OPERATING PROPERTIES, NET	36,543,602.44
ASSETS HELD IN TRUST	2,766,390.29
OTHER ASSETS	9,035,940.00
ASSETS LIMITED AS TO USE	118,847.18
LONG-TERM INVESTMENTS	<u>1,615,405.75</u>
 TOTAL ASSETS	 <u><u>50,981,941.20</u></u>

LIABILITIES AND NET ASSETS

ACCOUNTS PAYABLE & ACCRUED EXP	1,761,669.26
DEFERRED REVENUE	602,131.85
NOTES PAYABLE	30,852,944.71
COMMON STOCK	0.00
NET ASSETS:	
OPERATING	15,462,496.44
TEMPORARILY RESTRICTED	466,235.14
PERMANENTLY RESTRICTED	<u>1,836,463.80</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u><u>50,981,941.20</u></u>

PERIOD 12 19-- 1/25/99 9:38:14
PERIOD ENDING DATE 12/31/98

ARIZONA BAPTIST RETIREMENT CENTERS, INC.
CONSOLIDATED STATEMENT OF REVENUE AND EXPENSES
(UNAUDITED)

PAGE
1

Overall

REVENUE

INTEREST INCOME	95,184.99	24,144.00	476,452.31	288,938.00
OTHER OPERATING INCOME	1,295,874.87	1,962,351.00	17,803,981.48	19,958,343.00
GIFT INCOME	1,787,546.30	74,417.00	1,998,210.81	652,504.00
TOTAL REVENUE	3,178,606.16	2,060,912.00	20,278,644.60	20,899,785.00

EXPENSES

INTEREST EXPENSE	182,481.52	183,910.00	2,228,477.15	2,220,500.00
GENERAL & ADMINISTRATION	148,962.50	137,645.00	1,666,230.54	1,813,236.00
SALARIES & WAGES	816,015.28	878,805.00	9,734,087.48	10,295,921.00
SUPPLIES & OTHER	327,927.36	352,252.00	4,291,560.70	4,311,336.00
DEPRECIATION & AMORTIZATION	165,951.99	168,029.00	2,131,885.80	2,079,491.00
CORPORATE ALLOCATIONS	25,653.00	26,806.00	331,319.00	342,625.00
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TOTAL EXPENSES	1,641,338.65	1,720,841.00	20,052,241.67	20,720,484.00

OPERATING INCOME (LOSS)

OPERATING INCOME (LOSS)	1,537,267.51	340,271.00	226,402.93	179,301.00
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TRANSFERS TO (FROM) PARENT
PRIOR PERIOD ADJUSTMENTS
CONTRIBUTIONS OF PROPERTY

TRANSFERS TO (FROM) PARENT	.00	.00	.00	.00
PRIOR PERIOD ADJUSTMENTS	.00	.00	.00	.00
CONTRIBUTIONS OF PROPERTY	.00	.00	.00	.00

INCREASE (DECREASE) IN
UNRESTRICTED NET ASSETS

INCREASE (DECREASE) IN UNRESTRICTED NET ASSETS	1,537,267.51	340,271.00	226,402.93	179,301.00
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9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-11622.A.9)

Only nonprofit corporations must attach a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6) Nonprofit Corporations Only.

This corporation **does** ☒ **does not** ☐ have members.

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. | 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). | |

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.

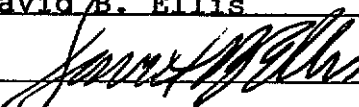
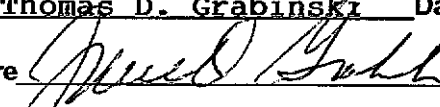
- 1) The names and addresses of each corporation and the person or persons involved. 2) The state in which each corporation was a) incorporated b) transacted business. 3) The dates of corporate operation.

12. SIGNATURES

CAUTION: Annual Reports must be signed by a duly authorized officer. 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 <u>David B. Ellis</u>	Date <u>4/8/99</u>	Name <u>Thomas D. Grabinski</u>	Date <u>4/7/99</u>
Signature 		Signature 	
Title <u>President</u>		Title <u>Secretary</u>	

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