



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



DUE ON OR BEFORE 05/24/1999

FILING FEE \$45.00

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. TEM CORP.  
PO BOX ~~47360~~ 13066  
TUCSON, AZ ~~85731~~ 85732-3066

Business Phone: \_\_\_\_\_ Corporation File Number: -0522072-9  
(Business phone is optional.)  
State of Domicile: ARIZONA Type of Corporation: PROFIT 0522072-9

2. Arizona Statutory Agent: DAVID A MCEVOY  
Street Address: 2701 E SPEEDWAY BLVD #101  
(NOT P.O. BOX)  
City, State, Zip: TUCSON AZ 85716-

ACC USE ONLY	
Fee	\$ 45
Penalty	\$
Reinstate	\$
Expedite	\$
Total	\$
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.

RECEIVED

Signature of new Statutory Agent

APR 22 1999

3. Secondary Address:  
(Foreign Corporations are  
**REQUIRED** to complete  
this section.)

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

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. Hospital/Health Care  |
| 13. Agricultural  |
| 14. Animal Husbandry  |
| 15. Homeowner's Association                                     |
| 16. Professional, commercial<br>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)

100,000Common

Number of Shares/Certificates Issued

Class

Series Within Class (if any)

1,000Common**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: The Estes Living Trust Name: \_\_\_\_\_NONE ☐

Name: \_\_\_\_\_ Name: \_\_\_\_\_

**7. OFFICERS** (Attach additional sheets if necessary.)Name: William A. Estes, JrTitle: PresidentAddress: 5151 E. Broadway #200  
Tucson, AZ 85711Date taking office: 2/1/90Name: Shirley A. EstesTitle: SecretaryAddress: 5151 E. Broadway #200  
Tucson, AZ 85711Date taking office: 10/26/90Name: Christopher T. VolpeTitle: Vice President/TreasurerAddress: 5151 E. Broadway #200  
Tucson, AZ 85711Date taking office: 7/17/92Name: Leah A. EstesTitle: Ass't SecretaryAddress: c/o 5151 E. Broadway #200  
Tucson, AZ 85711Date taking office: 4/29/92**8. DIRECTORS** (If no changes since last report, check here \_\_\_\_\_ and go on to Section 9.)Name: WILLIAM A ESTES JRAddress: ~~5780 N SWAN RD STE 100~~  
5151 E. Broadway #100  
TUCSON, AZ ~~85731~~ 85711Date taking office: 10-25-89

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Date taking office: \_\_\_\_\_

Name: SHIRLEY A ESTESAddress: ~~5780 N SWAN RD STE 100~~  
5151 E. Broadway #100  
TUCSON, AZ ~~85731~~ 85711Date taking office: 12-31-89

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Date taking office: \_\_\_\_\_

Attachment to Question "11"  
Annual Report

Bankruptcies:

1. WE 7, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731  
  
William A. Estes, Jr.-Shareholder, Officer, Director  
Shirley A. Estes-Shareholder, Officer, Director
2. a) Arizona b) Arizona
3. 12/17/76 through Present
4. Corporation filed a Chapter 11 Bankruptcy Petition in U.S. Bankruptcy Court, District of Arizona (Case No. 94-02972-TUC-JMM) on 11/22/94. Plan was confirmed on 2/22/95.

Bankruptcies and Revocations:

- A.
  1. Black Canyon Plaza Corp.  
P.O. Box 17360  
Tucson, Arizona 85731
  2. William A. Estes, Jr.-Shareholder, Officer and Director  
Shirley A. Estes-Shareholder, Officer and Director  
all addresses same as corporation
  3. a) Arizona  
b) Arizona
  4. November 14, 1989-December 31, 1991
  5. Corporation filed a Chapter 11 petition in the U.S. Bankruptcy Court, District of Arizona (91-00840-TUC-LO) on 3/12/91. Case was dismissed on 10/1/91. Revoked for failure to file annual report for f/y/e 12/31/92.
- B.
  1. FBP, Inc.
  2. William A. Estes, Jr.-Shareholder, Officer and Director  
Shirley A. Estes-Officer and Director  
Robert C. Neill-Officer  
all addresses same as corporation
  3. a) Arizona  
b) Arizona

4. July 6, 1989-9/21/92
  5. Corporation filed a Chapter 11 Bankruptcy Petition in the U.S. Bankruptcy Court, District of Arizona (91-00326-PHX-RGM) on 1/10/91. Case was dismissed on 9/21/92. Revoked for failure to file Annual Report for f/y/e 12/31/92.
- C.
1. RKW, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731  
  
William A. Estes, Jr.-Shareholder, Officer and Director  
Shirley A. Estes-Shareholder, Officer and Director
  2. a) Arizona b) Arizona
  3. 11/14/89-4/27/95. (revoked for failure to file Annual Report for f/y/e 12/31/94).
  4. Corporation filed a Chapter 7 Bankruptcy Petition in the U.S. Bankruptcy Court, District of Arizona (Case No. 95-00853-TUC-LO) on 4/27/95.
- D.
1. VCM, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731  
  
William A. Estes, Jr.-Shareholder, Officer and Director  
Shirley A. Estes-Shareholder, Officer and Director
  2. a) Delaware b) Arizona
  3. 11/10/87-4/27/95 (revoked for failure to file Annual Report for f/y/e 12/31/94).
  4. Corporation filed a Chapter 7 Bankruptcy Petition in U.S. Bankruptcy Court, District of Arizona (Case No. 95-00854-TUC-LO) on 4/27/95.

#### Revocations:

- A.
1. Estes Insurance Services, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731
  2. William A. Estes, Jr.-Officer and Director  
Richard A. Casey-Officer  
Ann M. Leenhouts-Officer  
Robert C. Neill-Officer

Jon A. Grove-Director  
all addresses same as corporation

3. a) Arizona  
b) Arizona
4. Corporate operation from 1984-1988
5. Charter Revoked September 10, 1990 for failure to file annual report.

B. 1. The Westwind II Corp.  
P.O. Box 17360  
Tucson, Arizona 85731

2. William A. Estes, Jr.-Officer and Director  
Jon A. Grove-Officer and Director  
Ann M. Leenhouts-Officer  
all addresses same as corporation
3. a) Arizona  
b) Arizona
4. Corporate operation from 1985-1988
5. Charter Revoked September 10, 1990 for failure to file annual report.

C. 1. Security Alert Services Company  
5210 E. Williams Blvd.  
Tucson, Arizona 85711

2. William A. Estes, Jr.-Officer and Director  
Ronald J. Haarer-Officer  
Ann M. Leenhouts-Officer and Director  
Jon A. Grove-Officer and Director  
Craig Yoder-Officer  
all addresses same as corporation
3. a) Arizona  
b) n/a
4. business was not conducted from this corporation
5. Charter Revoked September 10, 1990 for failure to file annual report.

D. 1. Sun Village Sewer Utility Company  
5210 E. Williams Circle  
Tucson, Arizona 85711

2. William A. Estes, Jr.-Officer and Director

Jon A. Grove-Officer and Director  
 Ann M. Leenhouts-Officer and Director  
 Ronald J. Haarer-Officer  
 all addresses same as corporation

3. a) Arizona  
 b) n/a
4. business was not conducted from this corporation
5. Charter revoked February 10, 1990 for failure to file annual report.

E. 1. Estes Commercial Property Management, Inc.  
 1010 N. Finance Center Drive, #100  
 Tucson, Arizona 85710

2. William A. Estes, Jr.-Officer  
 Jon A. Grove-Officer and Director  
 Ann M. Leenhouts-Officer  
 Lee T. Hanley-Director  
 all addresses same as corporation
3. a) Arizona  
 b) n/a
4. business was not conducted from this corporation
5. Charter revoked October 10, 1991 for failure to file annual report.

F. 1. Estes Property Management, Inc.  
 1010 N. Finance Center Drive #100  
 Tucson, Arizona 85710

2. Christopher H. Sheafe-Officer  
 Roger Karber-Officer  
 Ann M. Leenhouts-Officer and Director  
 William A. Estes, Jr.-Director  
 Jon A. Grove-Director  
 all addresses same as corporation
3. a) Arizona  
 b) n/a
4. no business conducted
5. Charter revoked October 10, 1991 for failure to file annual report.

G. 1. FTC, Inc.  
 2. William A. Estes, Jr.-Officer and Director

Jon A. Grove-Officer and Director  
 Ann M. Leenhouts-Officer  
 all addresses same as corporation

3. a) Arizona  
 b) Arizona
4. business conducted from 1989-1990
5. Charter revoked October 10, 1991 for failure to file annual report.

H. 1. Tucson Photo Finishing, Inc.  
 P.O. Box 17360  
 Tucson, Arizona 85731

2. William A. Estes, Jr.-Officer and Director  
 Shirley A. Estes-Director  
 Jon A. Grove-Officer  
 Ann M. Leenhouts-Officer  
 Lee T. Hanley-Officer  
 Robert C. Neill-Officer  
 Kim A. Richards-Officer  
 all addresses same as corporation

3. a) Arizona  
 b) Arizona
4. business conducted from 1982-1987
5. Charter revoked October 10, 1991 for failure to file annual report.

I. 1. Ventana Canyon Cable Co.  
 P.O. Box 17360  
 Tucson, Arizona 85731

2. William A. Estes, Jr.-Officer and Director  
 Jon A. Grove-Officer and Director  
 Ann M. Leenhouts-Officer and Director  
 all addresses same as corporation

3. a) Arizona  
 b) Arizona
4. business conducted from 1985-1987
5. Charter revoked October 10, 1991 for failure to file annual report.

J. 1. The Foothills Business Park, Inc. (non-profit)  
 P.O. Box 17360  
 Tucson, Arizona 85731

2. William A. Estes, Jr.-Officer and Director.  
Jon A. Grove-Officer and Director  
Dwight Thomas-Officer and Director  
all addresses same as corporation
  3. a) Arizona  
b) n/a
  4. non-profit members association
  5. Charter revoked October 10, 1991 for failure to file annual report. Corporation has since refiled.
- K. 1. Bell Park, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731
- William A. Estes, Jr.-Shareholder, Officer, Director  
Robert C. Neill-Officer & Director  
Christopher H. Sheafe-Officer & Director
2. a) Arizona b) Arizona
  3. 12-27-89 through 12/31/94. Revoked for failure to file annual report for f/y/e 12/31/95.
- L. 1. Iago Manager, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731
- William A. Estes, Jr.-Officer and Director  
Shirley A. Estes-Officer and Director
2. a) Arizona b) Arizona
  3. 9/19/89-Present (revoked and reinstated as of 1/13/97).
- M. 1. Delwood, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731
- William A. Estes, Jr.-Shareholder, Officer and Director  
Shirley A. Estes-Shareholder, Officer and Director
2. a) Arizona b) Arizona
  3. 12/3/80-12/31/88 (revoked for failure to file Annual Report for f/y/e 10/31/92)
- N. 1. E-MGR., Inc.  
P.O. Box 17360  
Tucson, Arizona 85731



William A. Estes, Jr.-Officer and Director  
 Shirley A. Estes-Officer and Director

2. a) Arizona b) Arizona
3. 12/2/88-12/31/92 (revoked for failure to file Annual Report for f/y/e 12/31/93).

- O. 1. Estes Realty, Inc.  
 P.O. Box 17360  
 Tucson, Arizona 85731

William A. Estes, Jr.-Shareholder, Officer and Director  
 Christopher H. Sheafe-Shareholder, Officer and Director

2. a) Arizona b) Arizona
3. 4/28/77-12/31/91 (revoked for failure to file Annual Report for f/y/e 12/31/92).

- P. 1. ESVE, Inc.  
 P.O. Box 17360  
 Tucson, Arizona 85731

William A. Estes, Jr.-Officer and Director  
 Shirley A. Estes-Officer and Director

2. a) Arizona b) Arizona
3. 12/23/87-12/31/89 (revoked for failure to file Annual Report for f/y/e 12/31/91)

- Q. 1. MG Manager Corp.  
 P.O. Box 17360  
 Tucson, Arizona 85731

William A. Estes, Jr.-Officer and Director  
 Shirley A. Estes-Officer and Director

2. a) Arizona b) Arizona
3. 2/3/89-12/31/93 (revoked for failure to file Annual Report for year ending 12/31/93)

- R. 1. Mortgage Access Corp.  
 P.O. Box 17360  
 Tucson, Arizona 85731

William A. Estes, Jr.-Shareholder, Officer and Director  
 Shirley A. Estes-Shareholder, Officer and Director

2. a) Arizona b) Arizona
  3. 5/31/84-12/31/91 (revoked for failure to file Annual Report for f/y/e 12/31/92).
- S. 1. Pusch Ridge Management, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731
- William A. Estes, Jr.-Shareholder, Officer and Director  
Shirley A. Estes-Shareholder, Officer and Director
2. a) Arizona b) Arizona
  3. 3/5/85-12/31/90 (revoked for failure to file Annual Report for f/y/e 12/31/92).
- T. 1. WE Finance Corp.  
P.O. Box 17360  
Tucson, Arizona 85731
- William A. Estes, Jr.-Shareholder, Officer and Director  
Shirley A. Estes-Shareholder, Officer and Director
2. a) Arizona b) Arizona
  3. 5/31/84-12/31/86 (revoked for failure to file Annual Report)
- U. 1. Zebra, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731
- William A. Estes, Jr.-Shareholder, Officer and Director  
Shirley A. Estes-Shareholder, Officer and Director
2. a) Arizona b) Arizona
  3. 2/22/79-11/30/91 (revoked for failure to file Annual Report for f/y/e 11/30/92).
- V. 1. Estes Minnesota, Inc.  
P.O. Box 17360  
Tucson, Arizona 85731
- William A. Estes, Jr. Shareholder, Officer, Director  
Shirley A. Estes, Officer, Director
2. a) Arizona b) Arizona/Minnesota
  3. 5/31/85-12/31/94 (revoked for failure to file Annual Report for f/y/e 12/31/94).

**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 ☐

See Attached

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 Christopher T. Volpe Date 4-20-99 Name \_\_\_\_\_ Date \_\_\_\_\_

Signature Christopher T. Volpe Signature \_\_\_\_\_

Title Vice President / Treasurer Title \_\_\_\_\_

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