



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



DUE ON OR BEFORE 09/09/2002

FY02-03

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.**

RECEIVED

JUL 31 2002

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

1. -0040277-3

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION FOR
2620 E BROADWAY
TUCSON, AZ 85716

Business Phone: _____ (Business phone is optional)

State of Domicile: **ARIZONA**

Type of Corporation: **NON-PROFIT**

RECEIVED

2. Arizona Statutory Agent: ~~FRANCES K. HENORTH~~ ESTHER MILLER

Street Address: **2620 E BROADWAY**
TUCSON, AZ 85716

City, State, Zip:

SEP 13 2002

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

NO 9/17/02

Use this box only if appointing a new Statutory Agent

ACC USE ONLY

Fee \$ **108/3/02**

Penalty \$ _____

Reinstate \$ _____

Expedite \$ _____

Resubmit \$ _____

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.

Esther Miller
Signature of new Statutory Agent

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. ___ 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)
		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. **Please Type or Print Clearly.**

Name: N/A Name:

NONE ☐

Name: Name:

7. OFFICERS Please Type or Print Clearly.

Name: Charles E. Duncan

Name: James L. Vaden

Title: President

Title: Executive Director

Address: 2824 S. State St.
St. Joseph, MI

Address: 308 E. First St.
Cookeville, TN 38501

Date taking office: 2000

Date taking office: 1998

Name:

Name:

Title:

Title:

Address:

Address:

Date taking office:

Date taking office:

8. DIRECTORS Please Type or Print Clearly.

Name: SEE ATTACHED

Name:

Address:

Address:

Date taking office:

Date taking office:

Name:

Name:

Address:

Address:

Date taking office:

Date taking office:

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION FOR ORTHODONTIC RESEARCH

DIRECTORS

9/9/2002

Dr . Michael G. Behnan
16560 Nineteen Mile Road
Clinton Twp. , MI 48038

Dr . John E. Bilodeau
6116 Rolling Road, Ste.#201
Springfield , VA 22152

Dr . Jimmy C. Boley
400 S. Cottonwood Drive
Richardson , TX 75080

Dr . John F. Bunk
5102 Avenue H
Rosenberg , TX 77471

Dr . Jean E. Comard
52 Av Carsalade Du Pont
Perpignan , France 66100

Dr . Emilio Contini
Via Roma 39
Besozza (VA) , Italy 21023

Dr . Jack G. Dale
1849 Yonge St-Ste 903
Toronto Ont. , Canada M4S1Y2

Dr . Charles E. Duncan
1612 Park Drive
Benton Harbor , MI 49022

Dr . Herbert A. Klontz
3621 NW 63rd St
Oklahoma City , OK 73116

Dr . W. Jack Mann
18 Dunloup
Shawnee , OK 74804

Dr . Van L. Nowlin
5010 E. 68 Street #200
Tulsa , OK 74136

Dr . Takemasa Ozaki
Yamanote Bldg.1-19-12 Minami Ikebukuro
Toshimaku Tokyo , Japan 171

Dr . Stephen C. Roehm
5006 N. University Street
Peoria , IL 61614

Dr . James L. Vaden
308 E. 1st Street
Cookeville , TN 38501

Dr . David S. Williams
806 Hatcher Lane
Columbia , TN 38401

HOLM, HESTAND & VALENZUELA, CPAs, P.C.
CERTIFIED PUBLIC ACCOUNTANTS
3131 NORTH COUNTRY CLUB ROAD, SUITE 109
TUCSON, ARIZONA 85716

DOUGLAS R. HOLM, CPA
EMMA K. HESTAND, CPA
JANETTE G. VALENZUELA, CPA

TELEPHONE: (520) 326-8483
FAX: (520) 795-5191
E-MAIL: HHVCPA@EARTHLINK.NET

July 16, 2002

Board of Directors
The Charles H. Tweed International
Foundation for Orthodontic Research
2620 East Broadway Boulevard
Tucson, AZ 85716

Gentlemen:

We have completed the preparation of the reviewed financial statements and non-profit income tax returns of The Charles H. Tweed International Foundation for Orthodontic Research for the year ended May 31, 2002. A copy of the financial statements accompanies this letter.

The General Fund lost \$49,934 last year. The General Fund expenses of \$103,557 were higher than the prior year. The increase was entirely due to the printing and other costs connected with the Tweed Profile.

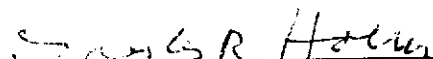
The Student Loan Fund had 128 loans, with unpaid balances totaling \$216,590 at May 31, 2002.

The Endowment Fund's market value at May 31, 2002 was \$1,162,209. The investment return for the past year was a negative 6%. The return for the year ended May 31, 2001 was a negative 5%. These losses are actually quite modest when compared with the overall losses in the stock market over the past two years.

Thank you and please do not hesitate to contact me if you have any questions or comments.

Sincerely yours,

HOLM, HESTAND & VALENZUELA, CPAs, P.C.



Douglas R. Holm, CPA

DRH:gkg

Enclosures

HOLM, HESTAND & VALENZUELA, CPAs, P.C.
CERTIFIED PUBLIC ACCOUNTANTS
3131 NORTH COUNTRY CLUB ROAD, SUITE 109
TUCSON, ARIZONA 85716

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E-MAIL: holmhst@flash.net

To the Executive Board
The Charles H. Tweed International
Foundation for Orthodontic Research
Tucson, Arizona

We have reviewed the accompanying statement of financial position of The Charles H. Tweed International Foundation for Orthodontic Research (a nonprofit corporation) as of May 31, 2002 and the related statements of activities and cash flows for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of The Charles H. Tweed International Foundation for Orthodontic Research.

A review consists principally of inquiries of Foundation personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with generally accepted accounting principles.

Our review was made for the purpose of expressing limited assurance that there are no material modifications that should be made to the financial statements in order for them to be in conformity with generally accepted accounting principles. The information included in the accompanying schedule of expenses is presented only for supplementary analysis purposes. Such information has been subjected to the inquiry and analytical procedures applied in the review of the basic financial statements, and we are not aware of any material modifications that should be made thereto.

Holm, Hestand - Valenzuela CPAs P.C.

July 11, 2002

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
STATEMENT OF FINANCIAL POSITION
May 31, 2002

ASSETS	General Fund	Student Loan Fund	Study Course Fund	Endowment Fund	Eliminations	Total Funds
CURRENT ASSETS						
Cash in Checking and Savings Accounts	\$ 47,181	\$ 6,191	\$ 39,395	\$ 1,026	\$ ---	\$ 92,767
Cash in Money Market Accounts	---	---	---	1,026	---	1,026
Marketable Equity Securities	---	---	---	1,161,183	---	1,161,183
at Current Market Value	---	---	---	26,008	(144,158)	---
Loans to Student Loan Fund	111,450	---	6,700	132,992	(142,992)	---
Loans to General Fund	---	---	10,000	---	---	216,590
Notes Receivable--Student Loans	---	216,590	---	---	---	---
TOTAL CURRENT ASSETS	158,631	222,781	56,095	1,321,209	(287,150)	1,471,566
PROPERTY AND EQUIPMENT						
Land	101,162	---	---	---	---	101,162
Buildings and Improvements	229,293	---	---	---	---	229,293
Furniture, Fixtures and Equipment	45,955	---	33,113	---	---	79,068
	376,410	---	33,113	---	---	409,523
Less: Accumulated Depreciation	272,045	---	28,410	---	---	300,455
	104,365	---	4,703	---	---	109,068
OTHER ASSET						
Deferred Expense	63,664	---	---	---	---	63,664
TOTAL ASSETS	\$ 326,660	\$ 222,781	\$ 60,798	\$ 1,321,209	\$ (287,150)	\$ 1,644,298

See Accompanying Notes and Accountants' Report.

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
STATEMENT OF FINANCIAL POSITION
May 31, 2002

	General Fund	Student Loan Fund	Study Course Fund	Endowment Fund	Eliminations	Total Funds
LIABILITIES AND NET ASSETS						
CURRENT LIABILITIES						
Payroll Taxes Payable	\$ 748	---	\$ ---	---	\$ ---	\$ 748
Loan from General Fund	---	111,450	---	---	(111,450)	---
Loan from Study Course Fund	10,000	6,700	---	---	(16,700)	---
Loan from Endowment Fund	132,992	26,008	---	---	(159,000)	---
Unearned Income	73,915	---	12,591	---	---	86,506
Due to Study Course Directors-- Undistributed Study Course Fund Income	---	---	48,207	---	---	48,207
TOTAL CURRENT LIABILITIES	217,655	144,158	60,798	---	(287,150)	135,461
NET ASSETS--Unrestricted	109,005	78,623	---	1,321,209	---	1,508,837
TOTAL LIABILITIES AND NET ASSETS	\$ 326,660	\$ 222,781	\$ 60,798	\$ 1,321,209	\$ (287,150)	\$ 1,644,298

See Accompanying Notes and Accountants' Report.

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
STATEMENT OF ACTIVITIES
Year Ended May 31, 2002

	General Fund	Student Loan Fund	Study Course Fund	Endowment Fund	Eliminations	Total Funds
SUPPORT AND REVENUES						
Dues	\$ 23,700	\$ ---	\$ ---	---	\$ ---	\$ 23,700
Contributions	19,410	---	---	---	(9,000)	10,410
Study Course Tuition	---	---	233,080	---	---	233,080
Interest, Dividends and	---	---	---	---	---	---
Capital Gains and Losses	162	13,519	838	(71,714)	---	(57,195)
Instrument Sales	---	---	24,089	---	---	24,089
Other Income	351	---	---	---	---	351
Rental Income	10,000	---	---	---	(10,000)	---
	53,623	13,519	258,007	(71,714)	(19,000)	234,435
EXPENSES						
	103,557	---	258,007	5,958	(19,000)	348,522
CHANGE IN NET ASSETS						
	(49,934)	13,519	---	(77,672)	---	(114,087)
NET ASSETS--JUNE 1, 2001						
	158,939	65,104	---	1,398,881	---	1,622,924
NET ASSETS--MAY 31, 2002						
	\$ 109,005	\$ 78,623	\$ ---	\$ 1,321,209	\$ ---	\$ 1,508,837

See Accompanying Notes and Accountants' Report.

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
STATEMENT OF CASH FLOWS
Year Ended May 31, 2002

CASH FLOWS FROM OPERATING ACTIVITIES

	General Fund	Student Loan Fund	Study Course Fund	Endowment Fund	Eliminations	Total Funds
Changes in Net Assets	\$ (49,934)	\$ 13,519	\$ ---	\$ (77,672)	\$ ---	\$ (114,087)
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by (Used In) Operating Activities						
Depreciation (Increase) Decrease in Marketable Equity Securities	4,768	---	680	---	---	5,448
(Increase) Decrease in Loan to Student Loan Fund	18,150	---	14,300	101,446	(32,450)	101,446
(Increase) Decrease in Loans to General Fund	---	---	---	(25,000)	25,000	---
(Increase) Decrease in Notes Receivable--Student Loans	---	1,460	---	---	---	1,460
(Increase) Decrease in Other Assets (Increase) (Decrease) in Payroll	(54,298)	---	---	---	---	(54,298)
Taxes Payable	204	---	---	---	---	204
Increase (Decrease) in Loan from General Fund	---	(18,150)	---	---	18,150	---
Increase (Decrease) in Loan from Study Course Fund	---	(14,300)	---	---	14,300	---
Increase (Decrease) in Loan from Endowment Fund	25,000	---	---	---	(25,000)	---
Increase (Decrease) in Unearned Income	58,758	---	(11,817)	---	---	46,941
Increase (Decrease) in Due to Study Course Directors	---	---	(4,940)	---	---	(4,940)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$ 2,648	\$ (17,471)	\$ (1,777)	\$ 1,226	\$ ---	\$ (17,826)

See Accompanying Notes and Accountants' Report.

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
STATEMENT OF CASH FLOWS
Year Ended May 31, 2002

	General Fund	Student Loan Fund	Study Course Fund	Endowment Fund	Eliminations	Total Funds
CASH FLOWS FROM INVESTING ACTIVITIES	---	---	---	---	---	---
CASH FLOWS FROM FINANCING ACTIVITIES	---	---	---	---	---	---
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,648	(17,471)	(1,777)	(1,226)	---	(17,826)
CASH AND CASH EQUIVALENTS AT JUNE 1, 2001	44,533	23,662	41,172	2,252	---	111,619
CASH AND CASH EQUIVALENTS AT MAY 31, 2002	\$ 47,181	\$ 6,191	\$ 39,395	\$ 1,026	\$ ---	\$ 93,793

See Accompanying Notes and Accountants' Report.

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
NOTES TO FINANCIAL STATEMENTS
Year Ended May 31, 2002

NOTE 1 - FORM OF ORGANIZATION

The Foundation is incorporated in the State of Arizona as a nonprofit corporation and is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Foundation are prepared on the accrual basis in accordance with generally accepted accounting principles. The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

- (a) The assets, liabilities and net assets of the Foundation are reported in four funds. All net assets are considered unrestricted net assets.

General Fund--funds available for the normal operations of the Foundation. The Biennial Meeting Account is included within the General Fund.

Student Loan Fund--funds for loans to enable orthodontists and orthodontic students to take the Study Course. The orthodontists and orthodontic students are from all over the world.

Study Course Fund--funds for the advanced course and workshops in edgewise mechanics given under the Charles H. Tweed Method. The advanced course must be taken by all orthodontists who wish to become members of the Foundation. This fund is also for the sale of orthodontic instruments to orthodontists and orthodontic students. The Study Course Fund will always have a zero fund balance because a surplus is payable to the study course directors and a deficiency is receivable from them.

Endowment Fund--this fund is considered a board-designated endowment. The principal is to be invested and at present only the earnings are available for the operations of the Foundation.

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
NOTES TO FINANCIAL STATEMENTS
Year Ended May 31, 2002

- (b) For purposes of the statement of cash flows, the Foundation considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.
- (c) Marketable equity securities are carried at market value at May 31, 2002.
- (d) Uncollectible Student Loan Fund receivables are accounted for by the reserve method. Notes Receivable--Student Loans as of May 31, 2002 are considered fully collectible.
- (e) Depreciation has been provided on the straight-line method over twenty-five years for buildings and improvements and ten years for furniture, fixtures and equipment.
- (f) Contributions to the General Fund are available for unrestricted use.
- (g) Financial instruments that potentially subject the Foundation to concentrations of credit risk are Notes Receivable--Student Loans. Credit risk is limited due to dispersion across a wide geographic area, a careful selection of students and a maximum of \$2000 loaned per student.
- (h) The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE 3 - STUDENT LOANS

A total of 128 student loans were outstanding as of May 31, 2002.

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
NOTES TO FINANCIAL STATEMENTS
Year Ended May 31, 2002

NOTE 4 - INVESTMENTS

All investments are marketable equity securities.

As of May 31, 2002:

Current Market Value	\$ 1,162,209
Cost	<u>1,230,167</u>
Unrealized Appreciation	
(Depreciation)	\$ (<u>67,958</u>)

For the year ended May 31, 2002:

Dividend Income	\$ 48,844
Net Realized and	
Unrealized Gains and	
losses	(120,558)
Investment Fees	(5,958)
Total Investment Return	\$ (<u>77,672</u>)

THE CHARLES H. TWEED INTERNATIONAL FOUNDATION
FOR ORTHODONTIC RESEARCH
SCHEDULE OF EXPENSES
Year Ended May 31, 2002

	General Fund	Student Loan Fund	Study Course Fund	Endowment Fund	Eliminations	Total Funds
Salaries and Wages	\$ 18,647	\$ ---	\$ ---	\$ ---	\$ ---	\$ 18,647
Payroll Taxes	2,446	---	---	---	---	2,446
Memberships	305	---	---	---	---	305
Postage and Printing	31,883	---	---	---	---	31,883
Office	4,294	---	---	---	---	4,294
Repairs and Maintenance	9,068	---	---	---	---	9,068
Security	551	---	---	---	---	551
Insurance	2,056	---	---	---	---	2,056
Utilities	6,367	---	---	---	---	6,367
Instrument Costs	---	---	19,145	---	---	19,145
Pension Expense	8,000	---	---	---	---	8,000
Telephone	1,693	---	---	---	---	1,693
Legal and Accounting	12,725	---	---	---	---	12,725
Depreciation	4,768	---	680	---	---	5,448
Study Course Expenses	---	---	50,623	---	---	50,623
Rent	---	---	10,000	---	(10,000)	---
Contributions	---	---	9,000	---	(9,000)	---
Directors' Fees	---	---	100,059	---	---	100,059
Instructors' Fees	---	---	62,000	---	---	62,000
Administrative Fees	754	---	6,500	5,958	---	13,212
	\$ 103,557	\$ ---	\$ 258,007	\$ 5,958	\$ (19,000)	\$ 348,522

See Accountants' Report.

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)

Nonprofit corporations must attach a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure.

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

This corporation **DOES** ☒ **DOES NOT** ☐ have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or 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: [Underlined portion pertains to business corporations only]

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, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.02, 10-1623 & 10-11623)

A) Has the corporation filed a petition for bankruptcy or appointed a receiver? One box must be marked: **YES** ☐ **NO** ☒

B) Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or 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? [Underlined portion pertains to business corporations only]

One box must be marked: **YES** ☐ **NO** ☒

If "YES" to A and/or B, 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. (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business.
3. The dates of corporate operation
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation.
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed.
6. Name and address of court appointed receiver.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they 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 JAMES L VADEN Date 7/29/02 Name _____ Date _____

Signature James L Vaden Signature _____

Title Executive Director Title _____

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