



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

AZ Corp. Commission



01135318

DUE ON OR BEFORE 04/06/2005

FY04-05

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 on page 4 for proper format.

1. -0063242-3
MESA UNITED WAY
137 E UNIVERSITY DR
MESA, AZ 85201

RECEIVED

FEB 17 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Business Phone: 480-834-2110

(Business phone is optional.)

State of Domicile: ARIZONA

Type of Corporation: NON-PROFIT

2. Statutory Agent: CAROL MCCORMACK
Mailing Address: 137 E UNIVERSITY DR
City, State, Zip: MESA, AZ 85201

Physical Address, If Different.

Physical Address:

City, State, Zip:

ACC USE ONLY

Fee \$10

Penalty \$

Reinstate \$

Expedite \$

Resubmit \$

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

Printed Name 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

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

NON-PROFIT CORPORATIONS

- | |
|--|
| <input checked="" type="checkbox"/> 1. Charitable |
| <input type="checkbox"/> 2. Benevolent |
| <input type="checkbox"/> 3. Educational |
| <input type="checkbox"/> 4. Civic |
| <input type="checkbox"/> 5. Political |
| <input type="checkbox"/> 6. Religious |
| <input type="checkbox"/> 7. Social |
| <input type="checkbox"/> 8. Literary |
| <input type="checkbox"/> 9. Cultural |
| <input type="checkbox"/> 10. Athletic |
| <input type="checkbox"/> 11. Science/Research |
| <input type="checkbox"/> 12. Hospital/Health Care |
| <input type="checkbox"/> 13. Agricultural |
| <input type="checkbox"/> 14. Animal Husbandry |
| <input type="checkbox"/> 15. Homeowner's Association |
| <input type="checkbox"/> 16. Professional, commercial
industrial or trade association |
| <input type="checkbox"/> 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. **Please Print or Type Clearly.**

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
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5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**.

Number of Shares/Certificates Issued	Class	Series Within Class (if any)
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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.**

NONE ☒ **Name:** _____ **Name:** _____

Name: _____ **Name:** _____

7. OFFICERS Please Type or Print Clearly. You Must List at Least One.

Name: Hon. Claudia Walters	Name: Carol McCormack
Title: Board Chair	Title: President / CPO
Address: 334 E. Huber	Address: 137 E. University Drive
Mesa, AZ 85201	Mesa, AZ 85201
Date taking office: 10/1/04	Date taking office: 7/1/99
Name: David Palmer	Name: Gary A. Smith
Title: Treasurer	Title: Secretary
Address: 460 S. Greenfield #2	Address: 4555 E. McDowell Road
Mesa, AZ 85206	Mesa, AZ 85215
Date taking office: 7/1/99	Date taking office: 4/1/2003

8. DIRECTORS Please Type or Print Clearly. You Must List at Least One.

Name: _____	Name: _____
Address: _____	Address: _____
SEE ATTACHED LIST	SEE ATTACHED LIST
Date taking office: _____	Date taking office: _____
Name: _____	Name: _____
Address: _____	Address: _____
Date taking office: _____	Date taking office: _____

**Mesa United Way
Board of Directors
January 2005**



**Indicates Executive Committee Member*

F. Rockne Arnett - Member East Valley Partnership 1343 North Tech Boulevard, Suite 102 Gilbert, AZ 85233	<i>Phone</i> (480) 834-8335 <i>Fax</i> (480) 969-3997 <i>2nd Phone</i> (480) 898-7729 <i>Cell</i> (602) 999-3444 <i>Home</i> (480) 969-6246 <i>Email 1</i> ramett@evp-az.org <i>Email 2</i> rocarnett@cox.net
Charles E. Backus, Ph.D. - Member 1220 W. Pacific Drive Gilbert, AZ 85233	<i>Phone</i> (480) 988-1201 <i>Fax</i> <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> cbackus@asu.edu <i>Email 2</i>
Carolyn Baecker - Member Evans Management 418 S. Price Rd. Tempe, AZ 85281	<i>Phone</i> (480) 303-9333 <i>Fax</i> (480) 303-0909 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 962-1930 <i>Email 1</i> cproductionsinc.com <i>Email 2</i>
Rick Bambauer - Member Arizona Republic 200 E. Van Buren, P 16 Phoenix, AZ 85004	<i>Phone</i> (602) 444-8007 <i>Fax</i> (602) 256-7334 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 786-6172 <i>Email 1</i> rick.bambauer@pni.com <i>Email 2</i>
*Denny Barney - Campaign Chair Landmark Interiors 525 W. Baseline Rd. Mesa, AZ 85210	<i>Phone</i> (480) 633-2000 <i>Fax</i> (480) 633-2020 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 545-7238 <i>Email 1</i> dbarney@landmark.net <i>Email 2</i>
Dee H. Burton - Member National Bank of Arizona 1119 W. Southern Mesa, AZ 85210	<i>Phone</i> (480) 752-8000 <i>Fax</i> <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 396-8342 <i>Email 1</i> deburton1@nbarizona.com <i>Email 2</i>

**Mesa United Way
Board of Directors
January 2005**



**Indicates Executive Committee Member*

Will Cardon - Member Cardon Group 1819 E. Southern, #B10 Mesa, AZ 85204	<i>Phone</i> (480) 505-9510 <i>Fax</i> (480) 892-2631 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 830-6060 <i>Email 1</i> wcardon@cardon.com <i>Email 2</i>
Susan Carland - Member Realty Executives 5415 E. McKellips, Unit 24 Mesa, AZ 85215	<i>Phone</i> (480) 839-2600 <i>Fax</i> <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> suzand@msn.com <i>Email 2</i>
Kathy Collins - Member Boeing Company 5000 E. McDowell Rd., M531-C234 Mesa, AZ 85215-9797	<i>Phone</i> (480) 891-5833 <i>Fax</i> (480) 891-5280 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> kathleen.a.collins@boeing.com <i>Email 2</i>
*Hon. Beth Coons - Vice Chair 1540 E. Hope Street Mesa, AZ 85203	<i>Phone</i> (480) 833-5763 <i>Fax</i> (480) 655-9668 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 833-5763 <i>Email 1</i> racoona22@cox.net <i>Email 2</i>
C. Webb Crockett - Member Fennemore Craig 3003 N. Central Avenue, Ste. 2600 Phoenix, AZ 85012-2913	<i>Phone</i> (602) 916-5333 <i>Fax</i> (602) 916-5533 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 834-3793 <i>Email 1</i> wcrocket@fclaw.com <i>Email 2</i>
Jesse DeAnda - Member Mesa Community College 1833 W. Southern Avenue Mesa, AZ 85202	<i>Phone</i> (480) 461-7990 <i>Fax</i> (480) 461-7816 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> jesse.deanda@mcmmail.maricopa.edu <i>Email 2</i>

**Mesa United Way
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**Indicates Executive Committee Member*

Charlie Deaton - Member Mesa Chamber of Commerce 120 N. Center Street Mesa, AZ 85201	Phone (480) 969-1307 Fax (480) 827-0727 2nd Phone Cell Home (480) 396-8433 Email 1 cdeaton@mesachamber.org Email 2
Jerry DeLand - Member Banner Baywood Medical Center & Heart Hospital 7130 E. Saddleback Rd., #17 Mesa, AZ 85207	Phone (480) 854-5200 Fax 2nd Phone Cell Home (480) 985-9818 Email 1 jdeland@cox.net Email 2 jerry.deland@bannerhealth.com
Sally Downey, Ph.D. - Member East Valley Institute of Technology 1601 West Main Street Mesa, AZ 85201	Phone (480) 461-4150 Fax (480) 461-4089 2nd Phone Cell Home Email 1 sdowney@evit.com Email 2 bspielbusch@evit.com
Debra Duvall, Ed.D - Member Mesa Public Schools 63 E. Main St., #101 Mesa, AZ 85201	Phone (480) 472-0200 Fax (480) 472-0489 2nd Phone Cell Home (480) 830-1594 Email 1 debbieduvall@cableaz.com Email 2 clgrady@mpsaz.org
Mike Elliott - Member Nesbitt Contracting 100 S. Price Rd. Tempe, AZ 85281	Phone (480) 894-2831 Fax (480) 894-5280 2nd Phone Cell Home Email 1 mikee@nesbitts.com Email 2
Jason Farnsworth - Member Northern Trust Bank 1525 S. Greenfield Rd. Mesa, AZ 85206	Phone (602) 468-4452 Fax (480) 981-9126 2nd Phone (800) 224-1199 Cell (602) 908-1747 Home (480) 325-8702 Email 1 jdf2@ntrs.com Email 2

**Mesa United Way
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**Indicates Executive Committee Member*

Michele Fiore - Member	<i>Phone</i>	(480) 325-6700
Broadway Palm Dinner Theatre	<i>Fax</i>	(480) 325-6746
5247 E. Brown Rd.	<i>2nd Phone</i>	
Mesa, AZ 85205	<i>Cell</i>	(480) 220-2292
	<i>Home</i>	
	<i>Email 1</i>	michele@broadwaypalmwest.com
	<i>Email 2</i>	

John C. Giles - Member	<i>Phone</i>	(480) 964-3505
Law Office of John C. Giles, P.C.	<i>Fax</i>	(480) 964-0059
44 W. University Drive, Suite 301	<i>2nd Phone</i>	
Mesa, AZ 85201-5825	<i>Cell</i>	
	<i>Home</i>	(480) 827-9751
	<i>Email 1</i>	john.giles@azbar.org
	<i>Email 2</i>	

Lillie Gould - Member	<i>Phone</i>	(480) 924-6070
3842 E. Flossmore Ave.	<i>Fax</i>	(480) 964-6070
Mesa, AZ 85206	<i>2nd Phone</i>	
	<i>Cell</i>	
	<i>Home</i>	(480) 924-6070
	<i>Email 1</i>	lgould1@cox.net
	<i>Email 2</i>	

Randall L. Gray - Member	<i>Phone</i>	(480) 969-3828
MARC Center	<i>Fax</i>	(480) 969-1694
924 N. Country Club Drive	<i>2nd Phone</i>	
Mesa, AZ 85201	<i>Cell</i>	
	<i>Home</i>	(480) 892-6441
	<i>Email 1</i>	randy.gray@marccenter.com
	<i>Email 2</i>	

Mark Gregson	<i>Phone</i>	(480) 844-4119
Mesa General Hospital	<i>Fax</i>	(480) 969-0095
515 N. Mesa Drive	<i>2nd Phone</i>	
Mesa, AZ 85201	<i>Cell</i>	
	<i>Home</i>	
	<i>Email 1</i>	mgregson@iasishealthcare.com
	<i>Email 2</i>	SPanzarella@iasishealthcare.com

Hon. Jeff Groscoast - Member	<i>Phone</i>	(480) 215-9444
2425 E. Florian Ave.	<i>Fax</i>	(480) 813-8988
Mesa, AZ 85204	<i>2nd Phone</i>	
	<i>Cell</i>	
	<i>Home</i>	(480) 215-9444
	<i>Email 1</i>	AzSpeaker@aol.com
	<i>Email 2</i>	

**Mesa United Way
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**Indicates Executive Committee Member*

Bill Hartley - Member

Wells Fargo
MAC S3908-013
305 E. Main St., Suite 100
Mesa, AZ 85201-7411

Phone (480) 644-8490
Fax (480) 833-0249
2nd Phone
Cell
Home
Email 1 hartleyb@wellsfargo.com
Email 2 zwallyj@wellsfargo.com

Fred Himovitz - Member

The Himovitz Company
P. O. Box 4969
Scottsdale, AZ 85261-4969

Phone (480) 483-3363
Fax (480) 816-4423
2nd Phone
Cell (480) 209-6191
Home
Email 1 fredhimovitz@cox.net
Email 2

Pye Hirsche - Member

Cox Communications
20401 N. 29th Avenue
Phoenix, AZ 85027

Phone (623) 328-3255
Fax (623) 322-7424
2nd Phone
Cell
Home
Email 1 pye.hirsche@cox.com
Email 2

Robert D. Holso - Member

General Motors Desert Proving Ground
13303 S. Ellsworth Rd.
Mesa, AZ 85212

Phone (480) 827-5139
Fax (480) 827-5761
2nd Phone
Cell
Home
Email 1 bob.holso@gm.com
Email 2

Michael T. Hutchinson - Member

City of Mesa
P. O. Box 1466
Mesa, AZ 85211

Phone (480) 644-2066
Fax (480) 644-2175
2nd Phone
Cell
Home
Email 1 mike.hutchinson@cityofmesa.org
Email 2

Eric Jackson - Member

Jackson White, Attorneys at Law
40 N. Center Street, Suite 200
Mesa, AZ 85201

Phone (480) 464-1111
Fax (480) 464-5692
2nd Phone
Cell
Home (480) 833-8488
Email 1 ejackson@azmesalaw.com
Email 2

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**Indicates Executive Committee Member*

Gerald Jakubowski - Member Arizona State University East 7001 East Williams Field Road, Bldg. 10 Mesa, AZ 85212	<i>Phone</i> (480) 727-1141 <i>Fax</i> (480) 727-1876 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> jakubowski@asu.edu <i>Email 2</i> toni.aguirre@asu.edu
Hon. Kyle Jones - Member City of Mesa 1130 E. Dolphin Mesa, AZ 85204	<i>Phone</i> (480) 644-3004 <i>Fax</i> (480) 644-2175 <i>2nd Phone</i> <i>Cell</i> (480) 239-0966 <i>Home</i> (480) 833-4591 <i>Email 1</i> councilmember.jones@cityofmesa.org <i>Email 2</i>
*Hon. Dennis Kavanaugh - Ethics Officer Day, Kavanaugh & Brommel, P.C. 1201 S. Alma School, Suite 9000 Mesa, AZ 85210	<i>Phone</i> (480) 894-6662 <i>Fax</i> (480) 894-6669 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 831-1726 <i>Email 1</i> dennis@dkbazlw.com <i>Email 2</i> dkbnet@qwest.net
Joan Kilmartin - Member Scottsdale Healthcare System 7400 East Osborn Road Scottsdale, AZ 85251	<i>Phone</i> (480) 675-4337 <i>Fax</i> (480) 675-4248 <i>2nd Phone</i> <i>Cell</i> (602) 882-4463 <i>Home</i> (480) 895-2970 <i>Email 1</i> jkilmartin@shc.org <i>Email 2</i> jeank@robsoncom.net
Edward Koopman - Member Boeing Company 5000 E. McDowell, MS M510-A373 Mesa, AZ 85215	<i>Phone</i> (480) 891-9287 <i>Fax</i> (480) 891-9285 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> edward.h.koopman@boeing.com <i>Email 2</i> sharron.v.dickman@boeing.com
Becky Kuhn - Member Banner Mesa Medical Center 1010 N. Country Club Drive Mesa, AZ 85201	<i>Phone</i> (480) 461-2001 <i>Fax</i> (480) 461-2090 <i>2nd Phone</i> (480) 461-2745 <i>Cell</i> <i>Home</i> <i>Email 1</i> becky.kuhn@bannerhealth.com <i>Email 2</i> <i>Email 3</i>

**Mesa United Way
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January 2005**



**Indicates Executive Committee Member*

Lynn Kusy - Member Williams Gateway Airport 5835 S. Sossaman Rd. Mesa, AZ 85212	<i>Phone</i> (480) 988-7600 <i>Fax</i> (480) 988-2315 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> lkusy@flywga.org <i>Email 2</i> ghawkins@flywga.org
Barry Landon - Member Southwest Ambulance 222 E. Main Street Mesa, AZ 85201	<i>Phone</i> (480) 655-7221 <i>Fax</i> (480) 835-1499 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> blandon@swambulance.com <i>Email 2</i> pgaspar@swambulance.com
Jim LeCheminant - Member Mesa Bank 1733 N. Greenfield, Suite 101 Mesa, AZ 85205	<i>Phone</i> (480) 324-3500 <i>Fax</i> (480) 324-3501 <i>2nd Phone</i> (480) 324-3511 <i>Cell</i> (602) 570-2899 <i>Home</i> <i>Email 1</i> jim.lecheminant@mesabankers.com <i>Email 2</i> christine.bond@mesabankers.com
David E. Luna - Member Mesa Public Schools 9258 E. Grandview Street Mesa, AZ 85207	<i>Phone</i> (480) 472-0080 <i>Fax</i> (480) 472-0090 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> <i>Email 1</i> daluna@mpsaz.org <i>Email 2</i> gwmccann@mpsaz.org
Bill Martin - Member Senior Business Representative Mesa Carpenters Union Local #408 P. O. Box 5137 Mesa, AZ 85211	<i>Phone</i> (602) 484-0444 x6710 <i>Fax</i> (602) 272-1977 <i>2nd Phone</i> <i>Cell</i> <i>Home</i> (480) 926-5556 <i>Email 1</i> wmartin@azcarpenterslocal408.com <i>Email 2</i> billmartinconejo@cox.net
Jeffery D. Martin - Member Interact Project Advisors, LLC 211 W. Knox Rd. Tempe, AZ 85284-3016	<i>Phone</i> <i>Fax</i> (480) 491-0569 <i>2nd Phone</i> <i>Cell</i> (480) 296-9901 <i>Home</i> <i>Email 1</i> jmartin16@cox.net <i>Email 2</i>

**Mesa United Way
Board of Directors
January 2005**



**Indicates Executive Committee Member*

Albert L. McHenry, Ph.D. - Member Dean of Technology & Applied Sciences Arizona State University East 7001 E. Williams Field Rd., Bldg 20 Rm 10 Mesa, AZ 85212	Phone (480) 727-1346 Fax (480) 727-1089 2nd Phone Cell Home Email 1 albert.mchenry@asu.edu Email 2 ana.regalado@asu.edu
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Robert M. McNichols - Member Daedalus Real Estate Advisors LLC 4148 North Arcadia Drive Phoenix, AZ 85018-4302	Phone (602) 889-2301 Fax (602) 889-2299 2nd Phone (602) 889-2300 Cell (602) 228-1392 Home Email 1 rmm@daedalusllc.com Email 2
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Will Moore - Member Mesa Education Association 1032 E. University Drive Mesa, AZ 85203	Phone (480) 833-8400 x105 Fax (480) 834-6890 2nd Phone Cell Home Email 1 will.moore@arizonaeea.org Email 2
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Peggy Mulloy Qwest 20 E. Thomas Phoenix, AZ 85012	Phone (602) 630-1785 Fax (602) 630-3494 2nd Phone Cell (623) 341-3966 Home Email 1 peggy.mulloy@qwest.com Email 2
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Mark Nienas TRW Automotive 11202 E. Germann Rd. Queen Creek, AZ 85242	Phone (480) 722-4337 Fax 2nd Phone Cell Home Email 1 mark.nienas@trw.com Email 2 angie.frum@trw.com
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*David Palmer - Treasurer Farnsworth Companies 460 S. Greenfield, #2 Mesa, AZ 85206	Phone (480) 830-7784 Fax (480) 641-4481 2nd Phone Cell Home Email 1 dpalmerfdc@qwest.net Email 2 lmillarfdc@qwest.net
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**Mesa United Way
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**Indicates Executive Committee Member*

Bruce E. Pearson - Member	<i>Phone</i>	(480) 835-3203
Banner Desert Medical Center	<i>Fax</i>	(480) 835-8711
1400 S. Dobson	<i>2nd Phone</i>	
Mesa, AZ 85202	<i>Cell</i>	
	<i>Home</i>	(480) 464-5923
	<i>Email 1</i>	bruce.pearson@bannerhealth.com
	<i>Email 2</i>	debby.flentoe@bannerhealth.com

*Ron Peters - Board Chair	<i>Phone</i>	(480) 827-2759
BPLW Architects & Engineers	<i>Fax</i>	(480) 827-0386
49 W. First St., Suite 100	<i>2nd Phone</i>	
Mesa, AZ 85201	<i>Cell</i>	
	<i>Home</i>	
	<i>Email 1</i>	rlpeters@cableaz.com
	<i>Email 2</i>	

*Dr. Thomas E. Schildgen - Chair of Organizational Support Committee	<i>Phone</i>	(480) 727-1685
Arizona State University East	<i>Fax</i>	(480) 727-1684
1802 E. Washington Ave.	<i>2nd Phone</i>	
Gilbert, AZ 85234	<i>Cell</i>	
	<i>Home</i>	(480) 727-1685
	<i>Email 1</i>	ts@asu.edu
	<i>Email 2</i>	

*Gary A. Smith - Secretary	<i>Phone</i>	(480) 346-6140
MD Helicopters	<i>Fax</i>	(480) 346-6802
4555 E. McDowell	<i>2nd Phone</i>	
Mesa, AZ 85215-9734	<i>Cell</i>	(602) 824-7491
	<i>Home</i>	(480) 832-6621
	<i>Email 1</i>	gary.smith@mdhelicopters.com
	<i>Email 2</i>	susan.calle@mdhelicopters.com

Scott Smith - Member	<i>Phone</i>	(480) 396-9696
Great Western Homes	<i>Fax</i>	(480) 396-9200
3850 E. Baseline Rd., Bldg. 2 #107	<i>2nd Phone</i>	
Mesa, AZ 85206	<i>Cell</i>	
	<i>Home</i>	
	<i>Email 1</i>	ssmith@qwhomes.net
	<i>Email 2</i>	pwalters@qwhomes.net

Scott Somers - Member	<i>Phone</i>	
United Phoenix Firefighters	<i>Fax</i>	
2522 S. Essex	<i>2nd Phone</i>	
Mesa, AZ 85208	<i>Cell</i>	(602) 290-2522
	<i>Home</i>	(480) 924-2522
	<i>Email 1</i>	ssomers@cox.net
	<i>Email 2</i>	

**Mesa United Way
Board of Directors
January 2005**



**Indicates Executive Committee Member*

Hon. Don Stapley Jr. - Member
Maricopa County Board of Supervisors
301 W. Jefferson, 10th Fl.
Phoenix, AZ 85003

Phone (602) 506-7431
Fax (602) 506-6362
2nd Phone
Cell
Home (480) 545-7238
Email 1 dstapley@mail.maricopa.gov
Email 2

Phone
Fax
2nd Phone
Cell
Home
Email 1
Email 2

David K. Udall - Member
Udall, Shumway & Lyons, PC
30 West First Street
Mesa, AZ 85201

Phone (480) 461-5305
Fax (480) 833-9392
2nd Phone
Cell (602) 571-5084
Home (480) 969-3043
Email 1 dku@udallshumway.com
Email 2 udalldk@cox.net

***Hon. Claudia Walters - Vice Chair**
Councilmember, City of Mesa
334 E. Huber
Mesa, AZ 85201

Phone (480) 898-8743
Fax (480) 644-2175
2nd Phone
Cell
Home (480) 898-8743
Email 1 councilmember_walters@ci.mesa.az.us
Email 2 steveandclaudia@cox.net

Mary Jo Whalen - Member
Community Volunteer
1829 E. Lynwood
Mesa, AZ 85203

Phone
Fax (480) 835-1044
2nd Phone
Cell
Home (480) 835-5118
Email 1 maryjo@kokopeli.net
Email 2

Jo Wilson - Member
Mesa Community College at Red Mountain
1619 E. Gary
Mesa, AZ 85203

Phone (480) 654-7700
Fax (480) 654-7307
2nd Phone
Cell (480) 518-5122
Home (480) 962-9001
Email 1 wilsonj@mail.mc.maricopa.edu
Email 2

**Mesa United Way
Board of Directors
January 2005**



**Indicates Executive Committee Member*

Kimberly Wold - Member
Office of U.S. Senator Jon Kyl
2423 E. Mallory Street
Mesa, AZ 85213

Phone (602) 840-1891
Fax (602) 957-6838
2nd Phone
Cell
Home (602) 840-1891
Email 1 kim_wold@kyl.senate.gov
Email 2

Jan Zale - Member
Leisure World Community Association
908 S. Power Road
Mesa, AZ 85206

Phone (480) 832-0003 x224
Fax
2nd Phone
Cell
Home
Email 1 izale@leisureworldarizona.com
Email 2

MESA UNITED WAY

MESA, ARIZONA

FINANCIAL STATEMENTS

Years Ended June 30, 2004 and 2003



HENRY & HORNE, P.L.C.
Advisors to Business

Independent Auditors' Report

The Board of Directors
Mesa United Way
Mesa, Arizona

We have audited the accompanying statements of financial position of Mesa United Way (a not-for-profit organization) as of June 30, 2004 and 2003, and the related statements of activities, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mesa United Way as of June 30, 2004 and 2003, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

August 17, 2004

Henry & Horne P.L.C.

Tempe
2035 East Warner Road
Suite 101
Tempe, AZ 85284-3487
(480) 839-4900
Fax (480) 839-3624

Scottsdale
7098 East Cochise Road
Suite 100
Scottsdale, AZ 85253-4517
(480) 483-1170
Fax (480) 483-7126

Casa Grande
711 East Cottonwood Lane
Suite C
Casa Grande, AZ 85222-2725
(520) 836-8201
Fax (520) 426-9432

Pinetop
1630 East White Mountain Blvd.
Suite C2
Pinetop, AZ 85935-7040
(928) 367-2591
Fax (928) 367-3501

www.henryandhorne.com

MESA UNITED WAY
STATEMENTS OF FINANCIAL POSITION
June 30, 2004 and 2003

ASSETS	2004	2003	LIABILITIES AND NET ASSETS	2004	2003
CURRENT ASSETS			CURRENT LIABILITIES		
Cash and cash equivalents	\$ 2,008,637	\$ 2,041,266	Current portion of long-term debt	\$ 6,501	\$ 6,501
Cash held in trust	27,023	27,224	Accounts payable	4,484	2,500
Investments	280,292	560,180	Due to related party	23,232	23,241
Accounts receivable	11,780	345	Accrued liabilities	30,701	32,674
Unconditional promises to give, less allowances of \$210,000 and \$164,000, respectively	1,025,234	1,073,997	Philanthropy funds payable	58,820	40,838
Donor designated promises to give, less allowances of \$105,000 and \$152,000, respectively	1,059,544	860,346	Donor designated payables	1,253,759	963,085
Grants receivable	4,016	11,596	Agency allocated funds	1,809,012	1,633,843
Prepaid expenses	27,427	23,475			
TOTAL CURRENT ASSETS	4,443,953	4,598,429	TOTAL CURRENT LIABILITIES	2,986,509	2,702,982
PROPERTY AND EQUIPMENT					
Office equipment	41,370	41,370	Long-term debt, less current portion	3,792	10,294
Furniture and fixtures	315,984	315,984	Pension curtailment liability	180,361	182,514
Automobiles	32,506	32,506			
Building and improvements	550,601	550,601	TOTAL LIABILITIES	3,170,662	2,895,490
Land	305,980	305,980			
Less accumulated depreciation	1,246,441	1,246,441			
	288,848	222,574	NET ASSETS		
	957,593	1,023,867	Unrestricted net assets:		
			Operating	2,046,264	2,619,155
			Board designated	76,000	526,240
			Temporarily restricted net assets	537,113	
OTHER ASSETS			TOTAL NET ASSETS	2,659,377	3,145,395
Interest in charitable remainder trusts	428,493	418,589			
TOTAL ASSETS	\$ 5,830,039	\$ 6,040,885	TOTAL LIABILITIES AND NET ASSETS	\$ 5,830,039	\$ 6,040,885

See accompanying notes.

MESA UNITED WAY
STATEMENTS OF ACTIVITIES
Years Ended June 30, 2004 and 2003

	2004			2003		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
REVENUES AND PUBLIC SUPPORT						
Annual campaign	\$ -	\$ 4,593,687	\$ 4,593,687	\$ -	\$ 4,324,675	\$ 4,324,675
Less: Provision for uncollectible campaign pledges	-	(315,520)	(315,520)	-	(315,520)	(315,520)
Donor designated contributions	-	(2,033,813)	(2,033,813)	-	(1,730,657)	(1,730,657)
TOTAL CONTRIBUTIONS, net	-	2,244,354	2,244,354	-	2,478,498	2,478,498
Special program grants	-	-	-	-	-	-
Investment return	30,000	215,389	245,389	51,749	336,616	388,365
Change in the value of split-interest agreements	22,953	-	22,953	39,320	-	39,320
Tri-City transfer of net assets	-	9,904	9,904	-	1,635	1,635
Other contributions	28,971	-	29,971	2,560,699	-	2,560,699
Net assets released from restrictions	2,458,774	(2,458,774)	-	84,279	-	84,279
	2,541,698	(2,233,481)	308,217	2,854,495	(2,854,495)	-
TOTAL REVENUES AND PUBLIC SUPPORT	2,541,698	10,873	2,552,571	5,590,542	(2,518,244)	3,072,298
EXPENSES						
Agency allocations	3,131,824	-	3,131,824	2,939,654	-	2,939,654
Less: Provision for uncollectible campaign pledges	(268,976)	-	(268,976)	(315,520)	-	(315,520)
Donor designated contributions	(1,253,759)	-	(1,253,759)	(963,085)	-	(963,085)
TOTAL AGENCY ALLOCATIONS, net	1,609,089	-	1,609,089	1,661,049	-	1,661,049
Program Services						
Community development	330,123	-	330,123	243,743	-	243,743
Grant Programs	278,770	-	278,770	403,762	-	403,762
Communications	253,751	-	253,751	201,984	-	201,984
TOTAL PROGRAM SERVICES	862,644	-	862,644	849,489	-	849,489
Supporting services						
Management and general	224,701	-	224,701	212,707	-	212,707
Fundraising	342,155	-	342,155	310,077	-	310,077
TOTAL SUPPORTING SERVICES	566,856	-	566,856	522,784	-	522,784
TOTAL EXPENSES	3,038,589	-	3,038,589	3,033,322	-	3,033,322
CHANGE IN NET ASSETS	(496,891)	10,873	(486,018)	2,557,220	(37,746)	2,519,474
NET ASSETS, BEGINNING OF YEAR	2,619,155	526,240	3,145,395	61,935	563,986	625,921
NET ASSETS, END OF YEAR	\$ 2,122,264	\$ 537,113	\$ 2,659,377	\$ 2,619,155	\$ 526,240	\$ 3,145,395

See accompanying notes.

MESA UNITED WAY
STATEMENT OF FUNCTIONAL EXPENSES
Year ended June 30, 2004

	Community Development	Grant Programs	Communications	Total Program Support	Management and General	Fundraising	Total Supporting Services
Salaries	\$ 143,127	\$ 104,819	\$ 75,094	\$ 323,040	\$ 82,584	\$ 138,482	\$ 221,058
Employee benefits	19,725	7,848	8,979	36,552	14,245	14,330	28,575
Payroll taxes	11,187	5,645	5,160	21,992	6,638	10,709	17,347
Pension plan	10,428	7,585	11,320	29,333	12,131	14,092	26,223
Bad debt	41,627	-	41,627	83,254	41,628	41,627	83,255
Campaign supplies	-	-	-	-	-	15,869	15,869
Conferences and training	930	9,500	508	10,938	1,152	(261)	891
Contracted Services	19,970	110,342	-	130,312	-	-	-
Depreciation	16,569	16,568	16,569	49,706	16,568	-	16,518
Dues and subscriptions	50	-	1,461	1,511	6,535	770	7,305
Insurance	2,180	-	872	3,052	2,563	872	3,435
Marketing	1,354	379	39,598	39,977	-	345	345
Meetings	3,072	67	589	2,010	3,020	1,378	4,388
Miscellaneous	20,355	4,441	1,870	9,383	8,202	13,845	22,047
Neighborhood grants	1,410	-	-	2,820	-	-	-
Occupancy	3,199	-	1,410	11,342	1,410	1,410	2,820
Office expense	(81)	4,830	3,313	6,372	1,313	3,220	4,533
Postage and shipping	7,723	906	7,723	16,352	5,161	7,723	12,884
Professional fees	-	-	18,223	18,223	-	-	-
Printing	3,671	-	2,123	5,794	4,737	6,583	11,320
Repairs and maintenance	8,364	2,700	3,699	14,763	3,977	6,161	10,138
Telephone	3,709	-	488	4,197	1,846	1,306	3,152
Travel	-	-	-	-	-	52,650	52,650
Special events	8,712	-	8,712	17,424	8,712	8,712	17,424
United Way of America dues	2,842	-	1,100	3,942	618	1,096	1,714
Utilities	-	-	-	-	-	-	-
TOTAL EXPENSES	\$ 330,123	\$ 278,770	\$ 253,751	\$ 862,644	\$ 224,701	\$ 342,155	\$ 566,853

See accompanying notes.

MESA UNITED WAY
STATEMENT OF FUNCTIONAL EXPENSES
Year Ended June 30, 2003

	Community Development	Grant Programs	Communications	Total Program Support	Management and General	Fundraising	Total Supporting Services
Salaries	\$ 107,822	\$ 107,929	\$ 72,489	\$ 288,240	\$ 83,816	\$ 129,364	\$ 213,180
Employee benefits	16,016	11,267	8,784	36,067	12,742	13,583	26,305
Payroll taxes	7,985	7,336	5,366	20,687	6,410	9,755	16,165
Pension plan	19,118	13,399	17,099	49,616	18,517	19,367	37,884
Bad debt	13,562	-	13,562	27,124	13,562	13,562	27,124
Campaign supplies	-	-	30	-	63	13,079	13,079
Conferences and training	930	5,995	-	6,965	-	2,296	2,361
Contracted Services	(2,544)	118,386	-	115,842	-	-	-
Depreciation	19,537	6,858	-	26,395	10,735	-	10,735
Dues and subscriptions	-	-	737	737	4,064	2,877	6,941
Insurance	2,570	-	919	3,489	2,201	997	3,198
Marketing	44	3,516	46,658	50,218	-	67	67
Meetings	974	284	229	1,487	717	2,340	3,057
Miscellaneous	-	9,831	62	9,893	15,288	6,640	21,928
Neighborhood grants	17,360	-	-	17,360	-	-	-
Occupancy	8,650	-	8,650	17,300	8,650	8,650	17,300
Office expense	3,218	40,837	1,892	45,747	263	4,173	4,438
Postage and shipping	618	1,130	1,555	3,303	9,571	3,534	13,105
Professional fees	4,661	56,198	4,661	65,521	4,662	20,971	25,633
Printing	36	-	14,550	14,586	38	1,415	1,453
Repairs and maintenance	2,950	450	1,236	4,636	7,847	2,293	10,140
Telephone	6,674	450	3,051	10,175	3,309	4,149	7,458
Travel	1,559	6,990	454	9,003	921	3,330	4,251
Special events	-	3,528	-	3,528	142	47,653	47,795
United Way of America dues	17,428	8,714	-	26,142	8,714	-	8,714
Utilities	3,573	863	-	4,436	475	-	475
TOTAL EXPENSES	\$ 243,743	\$ 403,762	\$ 201,984	\$ 849,489	\$ 212,707	\$ 310,077	\$ 522,784

See accompanying notes.

MESA UNITED WAY
STATEMENTS OF CASH FLOWS
Years Ended June 30, 2004 and 2003

	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	\$ (486,018)	\$ 2,519,474
Adjustments to reconcile change in net assets to net cash (used) provided by operating activities:		
Depreciation	66,274	37,130
Bad debt	166,509	54,248
Change in the value of split-interest agreements	(9,904)	(1,635)
Uncollectible campaign pledges	315,520	315,520
Donated property and equipment	-	(992,671)
Unrealized gains on investments	18,637	(9,308)
(Increase) decrease in:		
Cash held in trust	201	27,702
Pledges receivable	(632,464)	(125,587)
Grants receivable	7,580	32,088
Other receivables	(11,435)	12,343
Prepaid expenses	(3,952)	6,508
Interest in charitable remainder trusts	-	23,413
Increase (decrease) in:		
Accounts payable	1,983	(12,856)
Accrued liabilities	(1,983)	5,073
Philanthropy funds payable	4,170	(28,547)
Allocations payable	265,843	(183,044)
Pension curtailment liability	(2,153)	25,556
NET CASH (USED) PROVIDED BY OPERATING ACTIVITIES	(301,192)	1,705,407
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	-	(27,138)
Payments received on amount due from related party	-	12,597
Purchase of securities	-	(200,000)
Sale of securities	275,064	
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	275,064	(214,541)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on long-term debt	(6,501)	(6,501)
NET CASH USED BY FINANCING ACTIVITIES	(6,501)	(6,501)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(32,629)	1,484,365
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	2,041,266	556,901
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 2,008,637	\$ 2,041,266

See accompanying notes.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES

Operations

Mesa United Way (the "Organization") was officially established in November 1956 as a not-for-profit philanthropic corporation under the laws of the State of Arizona. The Organization conducts the annual United Way Campaign on behalf of itself and its member agencies. The Organization also assesses and prioritizes critical human care needs in the City of Mesa. The Organization addresses these needs through allocations to social service agencies and community organizations.

The Organization is dependent upon undesignated contributions from corporate and individual donors to support its program services. The level of such contributions can be affected by economic conditions. In addition, the choice on the part of some donors to designate their gifts to specific agencies can result in reduced funding available for distributions and allocations. A decrease in undesignated contributions could adversely affect the Organization's ability to provide services and to allocate funds to its member agencies.

Gross Collections Summary

A summary of the gross collections for the years ended June 30 are as follows:

	2004	2003
Annual Campaign (gross)	\$ 4,593,687	\$ 4,524,675
Special program grants	245,389	388,365
Tri-City transfer of net assets	-	2,560,699
Other contributions	29,971	84,279
Gross collections	<u>\$ 4,869,047</u>	<u>\$ 7,558,018</u>

Costs of supporting services and percent of gross collections are as follows:

	2004	Percent	2003	Percent
Management and general	\$ 224,701	4.61%	\$ 212,707	2.81%
Fundraising	342,155	7.03%	310,077	4.10%
Total	<u>\$ 566,856</u>	<u>11.64%</u>	<u>\$ 522,784</u>	<u>6.91%</u>

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Gross Collections Summary (continued)

Management believes that the increase in supporting services as a percentage of gross collections is a result of the following: (1) The percentage of supporting services as of June 30, 2003 was lower due to the high level of gross collections during the year ended June 30, 2003 which was caused by the one-time gift from Tri-City Community Center, Inc.; and (2) During the year ended June 30, 2004, the Organization wrote off approximately \$166,500 in bad debt significantly due to the default of a third-party processor and in part due to the economy and collections not being as good as anticipated. If bad debt expense is factored out of supporting services expense, supporting services expense would be 9.9% and 6.5% of gross collections for the years ended June 30, 2004 and June 30, 2003.

MESA UNITED WAY DIVISIONS

Community Awareness (communications) - Responsible for educating donors and the community about the mission of the Organization, increasing and sustaining the Organization's credibility and reputation, and generating positive community goodwill toward the Organization.

Community Development – Responsible for building relationships in the community to provide, generate, and foster resources that will assist members of our community lead better and more self-sufficient lives. All of the grant programs, organizational support efforts and the Ready to Learn initiative report through this division.

Resource Development - Responsible for raising donations to fund core agency programs and Mesa United Way initiatives. This includes implementation of the annual workplace fundraising campaign, developing strategies to reach non-employed donors and secure long-term charitable giving opportunities.

GRANT PROGRAMS

KidsCan! - A program to provide after school programs for two schools in Mesa in order to provide a safe haven for children between the hours of 3pm to 7pm. The program was previously funded through a grant from the City of Mesa. The Organization currently uses community care funds to continue the program.

Ready to Learn - A DES grant funding a collaboration of agencies providing activities that will ensure our children are prepared to learn. Activities included parenting class, networking opportunities, nutritional information, and a family fun van which meets in the neighborhoods to provide storytelling, books and craft activities of pre-school aged children.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Success By 6® - A grant from United Way of America and Bank of America Foundation for planning activities around Ready to Learn, and an implementation grant to provide education, training, and materials to the public about early childhood brain development. This grant was not renewed during the year ended June 30, 2004.

Juvenile Justice - A pass-thru grant that provided funding for a mentor program for adjudicated youth. The YMCA handled this program. This was a three-year grant which terminated during the year ended June 30, 2003.

P.R.I.D.E. Mini Grants - A program to provide funding to Mesa citizen groups for improvements to their neighborhoods. The Organization's funding for this program of \$10,000 from community care funds was matched by the City of Mesa. The intention of this funding is to encourage the activities and ideas of neighborhoods in Mesa by supporting small projects that can have a large impact.

Native American Education - A grant from the Arizona Department of Health Services to provide training and education to Native American Communities on the importance of brain development and early childhood through the production of the Native American Ready to Learn Video.

Emergency Food and Shelter Program - In October 2003, the Organization became the administrator for Phase 22 of the Emergency Food and Shelter Program (EFSP) awarded to Maricopa County. ~~EFSP was created in 1983 to supplement and expand~~ the work of local social service agencies, both nonprofit and governmental, in an effort to help people with economic (not disaster related) emergencies.

Other - Other small dollar, short-term grants. The main dollars that have flowed through this category were the Mesa's Gang Intervention/Prevention Partnership Project. The Organization supported one staff person, a neighborhood specialist who worked in the community to help resolve issues, such as assisting with clothing needs, housing needs, coordinating neighborhood cleanups, and informing neighbors of services available. The Mesa's Gang Intervention/Prevention Partnership Project was discontinued in August, 2003.

Basis of Accounting

The financial statements of the Organization have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its Statement of Financial Accounting Standards (SFAS) No. 117, *Financial Statements of Not-for-Profit Organizations*. Under SFAS No. 117, the Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. Presently, the Organization does not have permanently restricted net assets.

Board designated unrestricted net assets include \$26,000 designated by the Board for the strategic action fund and \$50,000 designated for the emerging opportunities fund.

Cash and Cash Equivalents

For the purpose of the statements of cash flows, the Organization considers all highly liquid debt instruments with a remaining maturity of three months or less at date of acquisition to be cash equivalents.

Investments

Investments consist primarily of fixed income mutual funds and are recorded at fair market value as determined by quoted market prices. Investment income or loss (including realized and unrealized gains and losses on investments, interest and dividends) is included in the change of net assets in the accompanying statements of activities, unless the income or loss is restricted.

Public Support

Unrestricted contributions are available for general organizational use and are recognized as unrestricted revenue.

Contributions of cash and other assets are reported as temporarily restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Public Support (continued)

Unconditional promises to give are recognized when the promises are received, and allowances are provided for promises estimated by management to be uncollectible. Unconditional promises due within the next fiscal year are reflected as current receivables, while promises due after one year are reflected as long-term receivables. Conditional promises to give are not included as support until the conditions are substantially met.

Unconditional promises to give designated by donors to specific not-for-profit organizations are segregated as such in the accompanying financial statements as *donor designated receivables and allocations payable*. Donors may choose to designate all or part of their contributions to distribute to specific charitable organizations. These transactions are reported in the statements of activities as part of the current year Mesa United Way Annual Campaign and are then deducted as amounts designated to other organizations to arrive at net campaign revenue. Amounts so deducted are carried as liabilities until paid to the designated charitable organization.

Contributions of donated non-monetary assets are recorded at their fair values in the period received. Contributions of donated services that create or enhance nonfinancial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at their fair values in the period received. Contributions of donated non-monetary assets include printing, food for receptions, rent and advertising. ~~Donated services in the amounts of \$45,450 and \$63,000, and donated food in the amounts of \$8,750 and \$12,400 for the years ended June 30, 2004 and 2003, respectively, are included in other contributions on the accompanying statement of activities.~~

Property and Equipment

Acquisitions of property and equipment in excess of \$1,500 are capitalized. Property and equipment are stated at cost, or, if donated, at the approximate fair value at the date of donation. Depreciation of buildings and equipment is provided on a straight-line basis over the estimated useful lives of the respective assets. Depreciation expense for *property and equipment totaled \$66,274 and \$37,130 for the years ended June 30, 2004 and 2003, respectively.*

Major additions and improvements are capitalized. Maintenance and repairs are expensed as incurred. When assets are retired or otherwise disposed of, the related costs and accumulated depreciation are removed from the accounts and gains and losses are included in operations.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Income Taxes

The accompanying financial statements do not include a provision for federal and state income taxes, as the Organization is a not-for-profit organization exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Receivables and Allowance for Doubtful Accounts

Receivables are carried at the outstanding balances less an allowance for doubtful accounts. The Organization recognizes reserves for bad debts based on historical experience of bad debts as a percent of total annual campaign revenues. Accounts are charged off against the allowance when they are deemed to be uncollectible. Receivables include \$166,500 as of June 30, 2004 that are greater than 90 days past due. There were no receivables 90 days past due as of June 30, 2003. Receivables are determined to be delinquent based on the campaign year, which the receivable is associated with.

Fundraising Costs

The Organization expenses all fundraising costs as they are incurred.

NOTE 2 CONCENTRATIONS OF CREDIT RISK

Financial instruments that subject the Organization to potential concentrations of credit risk consist principally of cash and cash equivalents and receivables. The Organization maintains its cash in bank accounts, which at times may exceed federally insured limits. At June 30, 2004 and 2003, the Organization's bank balance exceeded federally insured limits by approximately \$1,779,000 and \$2,370,000, respectively. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash balances. Concentrations of credit risk with respect to receivables are limited due to the large number of entities comprising the Organization's receivable base. The Organization requires no collateral on its receivables.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 3 INVESTMENTS

The following is a summary of the market value of investments at June 30:

	<u>2004</u>	<u>2003</u>
Mutual funds	\$ 273,596	\$ 554,540
Equities	<u>6,696</u>	<u>5,640</u>
	<u>\$ 280,292</u>	<u>\$ 560,180</u>

During the year ended June 30, 2004, approximately \$275,000 was moved out of mutual funds and into a money market account, which is included in cash on the accompanying statement of financial position. This transfer was done in order to comply with the Organization's investment policy.

The following schedule summarizes the investment return for the year ended June 30:

	<u>2004</u>	<u>2003</u>
Interest and dividends	\$ 41,590	\$ 30,012
Unrealized gains/(losses)	<u>(18,637)</u>	<u>9,308</u>
	<u>\$ 22,953</u>	<u>\$ 39,320</u>

NOTE 4 UNCONDITIONAL AND CONDITIONAL PROMISES TO GIVE

As of June 30, 2004 and 2003, unconditional promises to give reflect those amounts not collected from the annual campaign; conducted from July 2003 through May 2004 and from July 2002 through May 2003, respectively. Promises include both unrestricted funds and donor-designated funds. A reserve for uncollectible amounts has been established based on historical collection rates.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 4 UNCONDITIONAL AND CONDITIONAL PROMISES TO GIVE
(Continued)

The Organization has also been designated as an irrevocable beneficiary of various charitable remainder and annuity trusts, in accordance with its agreement with Ameritrust Network, Inc. These trusts are expected to be realized from 2 to 53 years into the future. The unconditional portion of these trusts is recorded by the Organization at their present value, using a discount rate of six percent, and an expected date of distribution based on trust stipulations and mortality tables. As of June 30, 2004, approximately \$190,000 is projected to be received within the next five years and approximately \$239,000 is projected to be received thereafter. Changes in the valuation of this receivable, is recorded in the accompanying financial statements as a change in the value of split-interest agreements. Because of inherent uncertainties in estimating the value of these agreements, it is at least reasonably possible that these estimates will change within the near future.

Conditional promises to give, which consist of undiscounted charitable remainder trusts, amounted to approximately \$5,436,000 as of June 30, 2004. This amount has not been recorded in the accompanying financial statements.

Conditional promises to give, which consisted of funds specified for *Success by 6*, amounted to approximately \$35,000 as of June 30, 2003. There were no *Success by 6* conditional promises as of June 30, 2004. These amounts were not recorded in the accompanying financial statements in the respective years.

NOTE 5 RELATED PARTY TRANSACTIONS

The Organization paid monthly dues to United Way of America, its national affiliate, in the amounts of \$34,848 and \$34,856 for the years ended June 30, 2004 and 2003, respectively. At June 30, 2004 and 2003, the Organization's dues payable to United Way of America were \$23,232 and \$23,241, respectively.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 6 AGENCY ALLOCATIONS

Agency allocations payable and donor-designated payables, as noted in the Statements of Net Assets, were as follows, for the years ended June 30:

	2004	2003
American Red Cross	\$ 57,000	\$ 61,267
Arizona Center for the Blind	15,223	15,068
Assistance for Independent Living	-	14,335
Banner Health Total	-	12,000
Boy Scouts	61,590	48,878
Boys & Girls Club	98,900	101,000
CARE Partnership	33,000	24,829
Central Arizona Shelter Services	22,061	23,979
Child Crisis Center of the East Valley	20,980	15,980
Community Bridges (EVAC)	63,590	52,590
Community I & R	10,000	-
Community Legal Services	66,992	66,696
East Valley Catholic Social Services	35,365	58,327
EMPACT Suicide Prevention Center	23,906	23,535
Experience Plus Total	-	4,000
Family Service Agency	41,262	41,528
Foundation for Blind Children	52,701	54,924
Gene Lewis Boxing	7,999	6,018
Girl Scouts	45,129	48,246
Hemophilia Association	21,830	20,662
Lutheran Social Ministry	10,642	11,327
MARC Center	127,406	131,670
Mental Health Association	30,000	35,657
Mesa Community Action Network	76,683	70,683
Mesa Family YMCA	90,550	88,489
Mesa Senior Centers	70,707	69,940
Mesa Youth Placement	12,840	12,000
NEDCO	-	6,000
Prehab of Arizona	179,427	184,278

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 6 AGENCY ALLOCATIONS (Continued)

	2004	2003
Salvation Army	\$ 64,848	\$ 67,766
Save the Family Foundation	66,600	63,931
Sirrine Adult Day Care Center	72,453	72,332
Tri-City Jewish Community Center	7,500	2,500
United Food Bank	92,372	92,541
Valley Big Brothers/Big Sisters	29,533	30,592
Miscellaneous	(77)	275
Total Agency allocations	1,609,012	1,633,843
Donor Designations	1,253,759	963,085
	<u>\$ 2,862,771</u>	<u>\$ 2,596,928</u>

NOTE 7 LONG-TERM DEBT

Long-term debt consisted of the following at June 30:

	2004	2003
Note payable to finance company in 60 monthly installments of \$542 for a vehicle with an original cost of \$32,506. The note is non-interest bearing and matures in January 2006.	\$ 10,293	\$ 16,795
Less current portion	<u>6,501</u>	<u>6,501</u>
	<u>\$ 3,792</u>	<u>\$ 10,294</u>

Maturities on long-term debt over the next four years are as follows:

Year Ending June 30,	
2005	\$ 6,501
2006	<u>3,792</u>
	<u>\$ 10,293</u>

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 8 COMMITMENTS

The Organization leases certain office equipment under an operating lease agreement, which expires December 2006. Minimum future rental payments under this non-cancelable operating lease is as follows:

<u>Years Ending</u> <u>June 30,</u>	
2005	\$ 5,352
2006	<u>2,676</u>
	<u>\$ 8,028</u>

Total rent expense under this operating lease agreement was \$5,760 for each of the years ended June 30, 2004 and 2003.

NOTE 9 RETIREMENT PLANS

The Organization sponsors a defined contribution plan in which employees are eligible to participate upon reaching the age of 21 and completing a full year of service. The plan provides for discretionary employer contributions, subject to limitations of the Internal Revenue Code. These discretionary contributions, determined by the Board of Directors, are allocated among participants based on annual compensation. Previously, participant contributions were 20% vested after two years in the plan and increased to 20% per year thereafter. During the year ended June 30, 2004, individual accounts were opened for each participant and the money in the pooled account was transferred to these new individual accounts. Commencing in August, 2003, all participants were fully vested after one year of employment at 5% of their gross earnings. Employer contributions to the plan (including change in the defined benefit pension plan discussed below) amounted to \$55,556 and \$78,500 for the years ended June 30, 2004 and 2003, respectively.

As of July 1, 1993, the Organization curtailed its defined benefit pension plan, with all participants becoming 100% vested and their monthly payment fixed. As of June 30, 2004 and 2003, the Organization owed approximately \$236,000 and \$249,000 to the participants of this plan, of which \$180,361 and \$182,514 was unfunded, respectively.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 10 TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets released from program restrictions during the year consisted of the following:

Purpose restrictions:	
Agency Allocations	\$ 1,609,089
Special program grants	214,420
Other programs	<u>635,265</u>
	<u>\$ 2,458,774</u>

Temporarily restricted net assets were available for the following purposes at June 30:

	<u>2004</u>	<u>2003</u>
Youth Initiatives	\$ 68,846	\$ 80,226
Charitable Remainder Trusts	428,493	418,589
Mesa Partnership for Children with Special Needs	13,601	-
Juvenile Justice	-	13,599
Success by Six	<u>26,173</u>	<u>13,826</u>
Total temporarily restricted net assets	<u>\$ 537,113</u>	<u>\$ 526,240</u>

NOTE 11 FUNCTIONAL ALLOCATION OF EXPENSES

The costs of providing the Organization's programs have been summarized in the statements of functional expenses. Accordingly, certain costs have been allocated among the programs. These costs are allocated either by the actual cost incurred or by estimated costs based on the per hour rate of the employee who performed the service.

NOTE 12 SUPPLEMENTAL DISCLOSURES OF CASH FLOWS
INFORMATION

During the years ended June 30, 2004 and 2003, non-cash investing activities were recorded for donated stock with values of \$13,812 and \$13,250, respectively. These amounts are included in agency funds payable and did not affect the statements of activities.

MESA UNITED WAY
NOTES TO FINANCIAL STATEMENTS
June 30, 2004 and 2003

NOTE 13 SUBSEQUENT EVENT

Subsequent to June 30, 2004, the Organization's Board designated \$1,100,000 to be set aside for setting up a community foundation. An endowment will be set up in the initial amount of \$1,000,000 and \$100,000 will be set aside for initial staff and start-up costs of the foundation.

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.D.2, 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 as an officer, director, trustee or incorporator of the corporation served in any such capacity OR held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

[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 Carol McCormack Date 2/15/05 Name David A. Palmer Date 2/15/05

Signature *Carol McCormack* Signature *David A. Palmer*

Title President / CPO Title Treasurer

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

This is the instruction sheet for the annual reporting process for all corporations doing business in Arizona. Every corporation must submit an annual report once a year. This annual report must be correctly filled out and submitted by the assigned due date or the corporation may be administratively dissolved or have its authority revoked by the State of Arizona. This is the only notice you will receive. According to A.R.S. §10-1622.F, penalties accrue on business corporation annual reports which are submitted late (after the due date). Corporations must use the annual report form prescribed by the Corporation Commission. **No other format is allowed.**

Please verify the business address and statutory agent and agent address information on page one. Strike out incorrect information. Correct information should be legibly written above or to the side of struck, incorrect information. Complete the remainder of the form - use the corporation's original articles of incorporation, amendment documents and corporate minutes as guides for the stock questions. **IMPORTANT:** The entirety of this document is public record, including addresses cited. ***Use black or blue ink.**

- ☐ **Section 1.** All corporations must state their name, address, zip code, domicile state, and type (e.g., nonprofit, business, sole, professional, business trust). Please list a business phone number.
- ☐ **Section 2.** All corporations must state the name and address of the current Statutory Agent for the corporation. Correct information about the Statutory Agent is vital to the legitimate authority and status of the corporation. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must provide a physical description of their street address/location. ~~New Statutory Agents must consent to their appointment by signing the appropriate line.~~ A corporation must amend their records at the Commission anytime the Statutory Agent is changed or whenever the Agent's designated mailing address changes. Do not sign in the space provided, unless you are appointing a new agent.
- ☐ **Section 3.** Foreign (out-of-state/country) corporations must state their known place of business in this state and in the jurisdiction in which they are incorporated. List the primary address in Section 1, and the secondary address in Section 3.
- ☐ **Section 4.** All corporations must check the category that best describes the character of their corporation in the applicable business or nonprofit corporation area.
- ☐ **Section 5.** All business corporations must indicate the number of shares which they have authorized and issued, the class and series. All business trusts must indicate the number of transferable certificates held by trustees.
- ☐ **Section 6.** All business corporations must indicate the list of applicable shareholders.
- ☐ **Section 7.** Please list all principal officers. All corporations must have at least one duly authorized officer, with address.
- ☐ **Section 8.** Please list all directors. All corporations must have at least one director per A.R.S. §§10-803.A & 10-3803.A.
- ☐ **Section 9. All Nonprofit corporations** must file a financial disclosure statement. Nonprofit corporations meet their obligation by attaching one of the following documents: 1) Their most recent copy of Page 2, Form 99 filed with the Arizona Department of Revenue; OR 2) A copy of the corporation's Charitable Organization Financial Statement as filed with the Arizona Secretary of State pursuant to A.R.S. §44-6552; OR 3) A copy of the corporation's Treasurer's Report/Financial Statement prepared for the current fiscal year; OR 4) A copy of the financial statement prepared for the corporation's members; OR 5) A statement that the corporation conducted no business in Arizona in the past year. All other types of corporations are exempt from filing a financial disclosure. **All Nonprofit Corporations** must also indicate whether or not the corporation has members.
- ☐ **Section 10.** All corporations must check either YES or NO in the Certificate of Disclosure. Those who check the "YES" box must supply the attachment required as explained in section 10.
- ☐ **Section 11.** All corporations must check either YES or NO in the Statement of Bankruptcy, Receivership or Charter Revocation (both A and B). Those who check the "YES" box must supply the attachment required as explained in section 11.
- ☐ **Section 12.** All corporations must read the declarations in this section. If they have complied, and if they have completed the Annual Report, then the applicable officer(s) listed in section 7 must acknowledge by signing and dating the report. The signer(s) shall be at least one duly authorized officer.
- ☐ **Sign, Date & Mail the Check and Annual Report.** Business corporations must send **\$45**, Nonprofit corporations **\$10**. Credit cards are **not** accepted. Business/profit corporations are subject to penalties if their report is submitted after its assigned due date. Contact the Annual Report section at **602-542-3285 (Phoenix)** or **520-628-6560 (Tucson)** or by FAX at **602-542-0082** for the penalty amount due.

MAKE CHECK PAYABLE TO:
MAIL OR DELIVER TO:

ARIZONA CORPORATION COMMISSION
c/o Annual Reports - Corporations Division
1300 West Washington or 400 West Congress
Phoenix, AZ 85007-2929 Tucson, AZ 85701-1347

Seek professional advice from your accountant, attorney, or other knowledgeable source if you need help with any section. The Commission's web site (www.cc.state.az.us) has more general information about annual reports and reporting requirements. The Annual Reports Section of the Corporations Division cannot give legal or tax advice, but you may call them with your other questions regarding this form at (602) 542-3285.