



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

AZ Corp. Commission



01609621

DUE ON OR BEFORE 04/11/2006

FY05-06

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.

-0524982-2

GADSDEN-PACIFIC DIVISION TOY TRAIN OPERATING MUSEU
PO BOX 85425
TUCSON, AZ 85754-5425

RECEIVED

JUN 05 2006

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Business Phone: 520-888-2222

(Business phone is optional.)

State of Domicile: ARIZONA

Type of Corporation: NON-PROFIT

2.

Statutory Agent: GEORGE BAIRD

Physical Address, If Different.

Mailing Address: 3032 W CURTIS

Physical Address:

City, State, Zip: TUCSON, AZ 85705-1002

City, State, Zip:

ACC USE ONLY

Fee \$

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 type="checkbox"/> 1. Charitable |
| <input type="checkbox"/> 2. Benevolent |
| <input checked="" 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)

N/A

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)

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: _____ Name: _____

NONE ☒

Name: _____ Name: _____

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

Name: KEN KELLEY Name: TOM McCOMB

Title: PRESIDENT Title: SECRETARY

Address: 10390 S. SIERRITA MOUNTAIN RD PMB71 Address: 5255 E. 29TH ST. APT. 74
TUCSON, AZ 85736-1442 TUCSON, AZ 85711

Date taking office: 1-1-06 Date taking office: 1-1-06

Name: HAL FRITZE Name: IVAN H. ENGLISH, JR.

Title: 1ST VICE PRESIDENT Title: TREASURER

Address: 9031 N. GRAFTON Address: 3225 E. LESTER ST.
TUCSON, AZ 85742 TUCSON, AZ 85716-3231

Date taking office: 1-1-06 Date taking office: 1-1-06

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

Name: RALPH KESTLER Name: PETER R. BLAKESLEE

Address: 2ND VICE PRESIDENT Address: 7686 W. TALAVERA WAY
1508 E. WIEDING RD. TUCSON, AZ 85743-1125
TUCSON, AZ 85706

Date taking office: 1-1-06 Date taking office: 1-1-06

Name: STEPHEN E. COLLINS Name: _____

Address: 1790 S. MONUMENT TRAIL Address: _____
TUCSON, AZ 85748

Date taking office: 1-1-06 Date taking office: _____

GADSDEN-PACIFIC DIVISION TOY TRAIN OPERATING MUSEUM, LTD.
STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2005

ASSETS

Cash and cash equivalents	\$ 57,009
Inventory	5,486
Building (net of accumulated depreciation of \$26,842)	116,740
Equipment (net of accumulated depreciation of \$11,526)	2,743
Land	<u>40,000</u>
 TOTAL ASSETS	 <u>\$ 221,978</u>

LIABILITIES AND NET ASSETS

Liabilities:	
Caboose Loans	\$ 9,500
Total Liabilities	<u>9,500</u>
 Net Assets:	
Unrestricted Fund Balance	<u>212,478</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u>\$ 221,978</u>

See Accompanying Accountants' Report

GADSDEN PACIFIC TOY TRAIN OPERATING MUSUEM, LTD.
STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2005

Cash Receipts:

Membership Dues and Assessments	\$ 4,990
Contributions	3,314
Interest Income	285
Net Income (loss) from Fund Raising Events	(1,479)
Net Income from Sale of Inventory	11,617
Miscellaneous Income	<u>411</u>
Total Receipts	<u>19,138</u>

Disbursements:

Accounting Fees	700
Advertising	705
Depreciation	4,008
Dues and Subscriptions	250
Fees	49
Gauge Layout	2,536
Insurance	4,522
Interest Expense	18
Membership	121
Miscellaneous	2,881
Office Expense	56
Printing Publications and Newsletters	795
Repairs and Maintenance	1,482
Supplies	646
Telephone	580
Utilities	<u>3,556</u>
Total Disbursements	<u>22,905</u>

Excess Disbursements over Receipts (3,767)

Net Assets - Beginning of Year 216,245

Net Assets - End of Year \$ 212,478

See Accompanying 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; |
| 4. Prior addresses (for immediate preceding 7 year period). | the date and location; the court and public agency involved, and the file or cause number of the case. |

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 Ivan H. English, Jr. Date 6-2-06 Name _____ Date _____
Signature Ivan H. English, Jr. Signature _____
Title Treasurer Title _____

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