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

AZ Corp. Commission
01978149

DUE ON OR BEFORE 10/01/2006 FY06-07 **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.
-0073804-9
SUN CITY-YOUNGTOWN ROTARY FOUNDATION, INC.
19082 R H JOHNSON BLVD STE B
SUN CITY WEST, AZ 85375

RECEIVED
SEP 25 2006
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Business Phone:________ (Business phone is optional.)

State of Domicile: ARIZONA **Type of Corporation:** NON-PROFIT

RECEIVED
JAN - 5 2007
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

2. Statutory Agent: CARRIE J KULESH
Mailing Address: 19082 R H JOHNSON BLVD STE B
City, State, Zip: SUN CITY WEST, AZ 85375

Physical Address, If Different.
Physical Address:
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

RECEIVED
APR 17 2007
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

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. X 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. Please Print or Type Clearly.

00138049

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)

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)

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: Mike Zongolowicz
Title: President
Address: 10433 Coggins Drive
Sun City AZ 85351
Date taking office: 7-1-04

Name: Michael Lyons
Title: Treasurer
Address: 19841 N 67 Drive
Glendale AZ 85308
Date taking office: 7-1-04

Name: Carrie J Kulesh
Title: Secretary
Address: 19082 RH Johnson Blvd
Sun City West AZ 85375
Date taking office: 7-1-04

Name: Robert A Chartrand
Title: VP
Address: 9601 W LoneHills Dr
Sun City, AZ 85351
Date taking office: 7-1-05

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

Name: Stanley Hungerford
Address: 14515 Granite Valley Rd
Sun City West, AZ 85375
Date taking office: 7-1-00

Name: Vaughn Autrey
Address: 3944 W Pershing
Phoenix AZ 85029
Date taking office: 7-1-04

Name: John D Barklind
Address: 12225 N 103rd Ave
Sun City AZ 85351
Date taking office: 7-1-04

Name:
Address:
Date taking office:

Merrill Lynch
Pierce, Fenner & Smith Inc.
Member, Securities Investor Protection Corporation (SIPC)

Statement of Security Account

F/A #	PAGE #	TELEPHONE #
9757	1	

STATEMENT PERIOD
07/01/06 TO 07/31/06

FINANCIAL ADVISOR	INVESTOR
BARBARA E ANDERSON	CREDIT LINE

OFFICE SERVING YOUR ACCOUNT:	TYPE
9744 W BELL ROAD SUN CITY AZ 85372	CASH

SUN CITY ROTARY FOUNDATION
ROTARY FOUNDATION
PO BOX 1683
SUN CITY AZ 85372-1683

FOR CUSTOMER SERVICE PLEASE CALL TOLL-FREE 1-800-MER-ACCT (1-800-637-2228)

ACCOUNT SUMMARY

OPENING BALANCE	CLOSING BALANCE	INVESTMENTS	MONEY ACCOUNTS	PRICED PORTFOLIO
$237.29CR	$237.29CR	$23941	$.00	$24,178.29

TAX INFORMATION SUMMARY

DESCRIPTION	THIS STATEMENT	YEAR TO DATE
REPORTABLE DIVIDENDS	$.00	$245.49CR

DAILY ACCOUNT ACTIVITY

DATE	TRANSACTION	DESCRIPTION	PRICE	AMOUNT
07 01	OPENING BALANCE			$237.29CR
07 31	CLOSING BALANCE			$237.29CR

CURRENT PORTFOLIO

QUANTITY	INVESTMENT DESCRIPTION	CURRENT PRICE	MARKET VALUE	CURR. YIELD	EST. INCOME
538	**WAL-MART STORES INC	44.500	$23941	1.50	$359
	TOTALS FOR PRICED INVESTMENTS		$23941		$359

RESEARCH RATINGS

SECURITY	ML RATING	INDEPENDENT RESEARCH PROVIDER	INDEPENDENT RESEARCH PROVIDER	JAYWALK CONSENSUS RATING
WAL-MART STORES	A-2-7	Buy - Morningstar	Hold - Columbine Ca	1.71

Merrill Lynch
Pierce, Fenner & Smith Inc.
Member, Securities Investor Protection Corporation (SIPC)

Statement of Security Account

F/A #	PAGE #
9757	2

SUN CITY ROTARY FOUNDATION
ROTARY FOUNDATION

***** RESEARCH RATINGS *****

Merrill Lynch Rating

Volatility Risk Ratings
Indicators of potential price fluctuation are:
A - Low
B - Medium
C - High

Income Ratings
Indicators of potential cash dividends are:
7 - same/higher (dividend considered to be secure)
8 - same/lower (dividend not considered to be secure)
9 - pays no cash dividend

Investment Ratings
Indicators of expected total return (price appreciation plus yield) within the 12-month period from the date of the initial rating, are:
1 - Buy (10% or more for Low and Medium Volatility Risk securities
 20% or more for High Volatility Risk securities)
2 - Neutral (0 - 10% for Low and Medium Volatility Risk securities
 0 - 20% for High Volatility Risk securities)
3 - Sell (negative return)
6 - No Rating

Independent, Third-Party Research: Independent, third-party research on certain companies covered by the firm's research is available to clients at no cost. Clients can access this research at www.mlol.ml.com or can call 1-800-MERRILL to request that a copy of this research be sent to them. For explanation of independent, third-party research ratings key, ask your Financial Advisor or FAC representative or go to www.ml.com/independentresearch. Please note that the independent, third-party research rating shown above is not necessarily equivalent to, or derived using the same methodology as, ML Research ratings or the ratings of other independent, third-party research providers.

Jaywalk Consensus Rating: Jaywalk Consensus Rating represents the average of the ratings of available independent, third-party research providers. For additional information about Jaywalk Consensus Rating, ask your Financial Advisor or FAC representative or go to www.ml.com/independentresearch.

Check your up-to-date account information anytime! Enroll in Merrill Lynch OnLine(R) at www.mlol.ml.com.

CHASE

JPMorgan Chase Bank, N.A.
Arizona Market
P O Box 260180
Baton Rouge, LA 70826-0180

July 01, 2006 through July 31, 2006
[redacted]

CUSTOMER SERVICE INFORMATION

WebSite:	www.Chase.com
Service Center:	1-877-226-5663
Hearing Impaired:	1-888-663-4833
Para Espanol:	1-888-226-5663

00036696 DDA 601 KA 21306 - NNN T 1 000000000 63 0000
SUN CITY - YOUNGTOWN
ROTARY FDN INC
PO BOX 1683
SUN CITY AZ 85372-1683

CHECKING SUMMARY

Chase BusinessClassic

	INSTANCES	AMOUNT
Beginning Balance		$3,177.60
Deposits and Additions	2	7,942.91
Ending Balance	2	$11,120.51

Your monthly service fee was waived because you maintained an average checking balance of $4,000 or more during the statement period.

DEPOSITS AND ADDITIONS

DATE	DESCRIPTION	AMOUNT
07/13	Deposit 61572059	$7,847.91
07/27	Deposit 102288090	95.00
	Total Deposits and Additions	$7,942.91

DAILY ENDING BALANCE

DATE	AMOUNT
07/13	$11,025.51
07/27	11,120.51

SERVICE CHARGE SUMMARY

TRANSACTIONS FOR SERVICE FEE CALCULATION	NUMBER OF TRANSACTIONS
Checks Paid / Debits	0
Deposits / Credits	2
Deposited Items	2
Transaction Total	4

CHASE

July 01, 2006 through July 31, 2006
[redacted]

SERVICE CHARGE SUMMARY (continued)

SERVICE FEE CALCULATION	AMOUNT
Service Fee	$8.00
Service Fee Credit	$-8.00
Net Service Fee	**$0.00**
Excessive Transaction Fees (Above 200)	$0.00
Total Service Fees	**$0.00**

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THE Vanguard GROUP.

August 31, 2006, year-to-date

PORTFOLIO SUMMARY

SUN CITY YOUNGTOWN ROTARY
FOUNDATION INC
10300 W THUNDERBIRD BLVD
SUN CITY AZ 85351

3338

Client Services
Brokerage Services

Tele-Account

TOTAL OF ALL ACCOUNTS

	Value on 12/31/2005	Value on 8/31/2006
	$353,210.20	$379,705.61

INVESTMENT ACCOUNTS

		CUSIP	Ticker	Value on 12/31/2005	Value on 8/31/2006
Short-term investments				$451.96	$551.85
Admiral Trsy Money Mkt		[redacted]	VUSXX	$451.96	$551.85
Bonds				$123,557.42	$132,744.34
Wellington Fund Admiral - 35%		[redacted]-1	VWENX	$123,415.83	$132,682.00
VBS bond holdings	A4V-310349			141.59	62.34
Stocks				$229,200.82	$246,409.42
Wellington Fund Admiral - 65%		[redacted]	VWENX	$229,200.82	$246,409.42
Total investment accounts				$353,210.20	$379,705.61

Income year-to-date	$5,689.77
Non VBS purchases year-to-date	$84.94

Portfolio allocation	
Short-term investments	0.1%
Bonds	35.0
Stocks	64.9
	100.0%

Vanguard Brokerage Services (VBS), a division of Vanguard Marketing Corporation (VMC), member SIPC, is the introducing firm for VBS accounts. Assets listed in this statement are held by separate entities. VBS holdings are held in custody by VBS's carrying firm, Pershing LLC, a BNY Securities Group member and a subsidiary of The Bank of New York Company, Inc. ("Pershing"). Vanguard Funds are not protected by SIPC and are held by Vanguard, which provides Vanguard fund data. Summary data is provided solely as a service and is for informational purposes only. Pershing is not liable for Vanguard fund data or valuations. Vanguard funds are offered by prospectus only and are distributed by VMC. Portfolio allocation consists of Vanguard funds and VBS holdings. For a complete list of your VBS holdings, refer to the "Holdings" section of the statement pages titled "Vanguard Brokerage Services".

This statement shows only transactions that occurred on your brokerage account during the past month. While it includes a summary page(s) listing all of your Vanguard accounts and a page for your linked Money Market settlement account, it does not include detail pages for each fund. A comprehensive statement, which includes detail pages for each fund, will continue to be mailed following the close of each quarter.

PORTFOLIO SUMMARY

THE VANGUARD GROUP

SUN CITY YOUNGTOWN ROTARY
FOUNDATION INC
10390 W THUNDERBIRD BLVD
SUN CITY AZ 85351

Client Services
Brokerage Services

Tele-Account

TOTAL OF ALL ACCOUNTS	Value on 12/31/2005	Value on 8/31/2006
	$353,210.20	$379,705.61

INVESTMENT ACCOUNTS		CUSIP	Ticker	Value on 12/31/2005	Value on 8/31/2006
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THE Vanguard GROUP

Vanguard Brokerage Services®
A Division of Vanguard Marketing Corporation

SUN CITY YOUNGTOWN ROTARY
FOUNDATION INC
10300 W THUNDERBIRD BLVD
SUN CITY AZ 85351-3003

(800) 992-8327 - Brokerage Services
Account number: [redacted]

HOLDINGS SUMMARY	Value on 7/31/2006	% Holdings	Value on 8/31/2006	% Holdings
Bonds	$ 70.41	100.0	$ 62.34	100.0
Total account value	$ 70.41	100.0	$ 62.34	100.0

VALUE SUMMARY	Value on 7/31/2006	Value on 8/31/2006
Long market value	$ 70.41	$ 62.34

INCOME SUMMARY	This period	Year-to-date
Interest	$ .47	$ 5.94
Other Distributions	.00	79.00
Total income	$ .47	$ 84.94

HOLDINGS (This section reflects settled trades only)

Bonds	Quantity / Account type	Price per share	Current value	Estimated annual income	Estimated yield
FEDERAL HOME LN MTG CORP PARTN CTFS POOL # 140033 8.000% 05/01/08 B/E DTD 09/01/83 1ST CPNDTE 10/15/83 CUSIP: 31340ABA8 ACCRUED INT 0.41 REMAIN BAL 61.97 AUG FACTOR .00344313	18,000.00000 Cash	$ 100.589000	$ 62.34	$ .00	0.0%

$ .41 is the total estimated accrued interest (INT) as detailed above.
The total remaining balance (BAL) of mortgage backed and other factored securities is $ 61.97.

Total bonds			$ 62.34	$ .00	

Vanguard Brokerage Services (VBS), member SIPC, is the introducing firm for VBS accounts. Your assets are held by VBS's clearing firm, Pershing LLC, a BNY Securities Group member and a subsidiary of The Bank of New York Company, Inc. ("Pershing"). Your VBS transactions settle through your Vanguard money market account, held separately by Vanguard or in accordance with the settlement procedures defined by your employer sponsored retirement plan. Maintaining cash reserved put options requires that a segregated Vanguard money market fund be carried by our clearing firm. Prices listed reflect quotations on the statement date. Current prices and estimated annual income and yield are listed to help you track your account and are not suitable for tax purposes.

THE VANGUARD GROUP

Vanguard Brokerage Services®
A Division of Vanguard Marketing Corporation

SUN CITY YOUNGTOWN ROTARY
FOUNDATION INC
10300 W THUNDERBIRD BLVD
SUN CITY AZ 85351-3003

(800) 992-8327 - Brokerage Services
Account number: [redacted]

BROKERAGE ACTIVITY

(This section reflects settled trades only)

All transactions sweep to and from your Vanguard Admiral Treasury Money Market Fund, account number 86607477852. Money market assets are not held by Pershing.

Settle date	Trade date	Transaction	Quantity/ Account type	Description	Price/ Commission	Amount
8/15	8/15	INTEREST RECEIVED	18000	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # 140033 8.000% 05/01/08 B/E DTD 09/01/83 RD 06/30 PD 08/15/06		$ .47
8/15	8/15	SWEEP TO MONEY MARKET		VANGUARD ADM US TREA		-.47

FOR OUR AVERAGE COST CLIENTS

Average Cost Basis: The amount paid to purchase the shares redeemed, calculated by using the IRS-approved Average Cost Single Category method, with transaction and redemption fees incorporated where applicable.

Gain or Allowable Loss: The gain or loss realized by the redemption, calculated by subtracting the average cost from the redemption proceeds. Gains and losses are short-term if held a year or less, long-term if held more than a year.

FOR OUR BROKERAGE CLIENTS

Your Vanguard Brokerage Services ("VBS") account is carried by Pershing LLC, a BNY Securities Group member and a subsidiary of The Bank of New York Company, Inc. ("Pershing"), member NYSE, NASD, and SIPC, pursuant to a written agreement with Vanguard Marketing Corporation ("VMC"). VBS is a division of VMC. Your cash and/or securities (except Vanguard mutual funds, which are held directly by The Vanguard Group, Inc.) are held in custody at Pershing.

I. General Information and Key Terms

Advice: Pershing and VBS do not provide tax, investment, or legal advisory services, and no one associated with Pershing or VBS is authorized to render such advice.

Confirmations: You may have received confirmations for transactions or placed transactions that do not appear on your statement. If so, the transactions will appear on your next periodic statement. Such transactions must be considered by you when computing the value of your account.

Direct Participation Program ("DPP") and Real Estate Investment Trust ("REIT"): DPP and REIT securities are generally illiquid. The value of the security will be different than its purchase price. Any estimated value on your statement may not be realized when you seek to liquidate the security.

Dividend Reinvestment: Pershing combines the cash distribution from the accounts of all clients who have requested reinvestment in the same security. Pershing then uses these combined funds to purchase additional shares of the security in the open market and divides the new shares proportionately among the clients' accounts. Accounts are credited with the reinvestment amount in whole and fractional shares (rounded to three decimal places) at the average price paid for the allocated shares on the payable date (the date on which the distribution is credited to the account).

THE VANGUARD GROUP

Vanguard Brokerage Services®
A Division of Vanguard Marketing Corporation

SUN CITY YOUNGTOWN ROTARY
FOUNDATION INC
10300 W THUNDERBIRD BLVD
SUN CITY AZ 85351-3003

(800) 992-8327 - Brokerage Services
Account number: [redacted]

Errors and Omissions: This statement and any transaction stated will be deemed conclusive if you do not object in writing to VBS within ten business days after receipt. Any such objection should be sent to Vanguard Brokerage Services at P.O.Box 2600, Valley Forge, PA 19482, Attention: Compliance Department.

Financial Statement: A financial statement of Pershing is available for your inspection at any time upon request to VBS.

Free Credit Balance: Any free credit balance carried for your account represents funds payable on demand, which, although properly accounted for on Pershing's books of record, are not segregated and may be used in the conduct of its business to the extent permitted by law.

Margin Account: If you maintain a margin account, this is a combined statement of your general account and a special memorandum account maintained for you under Regulation T issued by the Board of Governors of the Federal Reserve System. The permanent record of the separate account as required by Regulation T is available for your inspection upon request to VBS.

Open Orders: Open good-till-canceled ("GTC") orders are automatically entered on a "do not reduce" basis. The limit price will not be adjusted when a stock goes "ex-dividend." You must maintain records of all open orders. Be sure to review your open GTC orders periodically. VBS automatically cancels your open orders 60 calendar days after the business day for which the order was placed. If this day falls during a weekend or on a holiday, the order will be canceled on the next business day, before the markets open.

Tax Information: After year-end, Pershing is required to provide tax information to the Internal Revenue Service and other governmental authorities. At that time you will be provided necessary information on the annual tax information statement; use that statement to prepare your tax filings. Note that certain types of assets typically incur a need for corrected tax forms.

Trade Execution: VBS or Pershing may have acted as principal, agent, or both in the placement of trades in your account. Details are provided upon request to VBS.

II. Portfolio Holdings

This statement reflects the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement period. The market prices have been obtained from quotation services that we believe to be reliable; however, we cannot guarantee their accuracy. Securities for which a price is not available are marked "N/A" and are omitted from the total.

The current interest or most recently declared dividend for each security is annualized to create the Estimated Annual Income figure. This figure can vary substantially from one year to the next. As a result, actual amounts distributed may be more or less than those estimated on this statement. The Estimated Annual Income figure is then divided by the current price to give the Estimated Percent yield, which too could vary substantially because the income is estimated and does not take into account your holding period. These figures are estimates only and have been obtained from sources believed to be reliable, but no assurance has been made as to accuracy. Accrued interest represents interest earned but not yet received.

THE VANGUARD GROUP

August 31, 2006

INVEST-BY-MAIL SLIPS

ADDITIONAL INVESTMENTS

To contribute to your account, please visit Vanguard.com to use an electronic transfer option. Or use one of the deposit slips on the following page. Remember, you must wait ten days to withdraw new deposits.

AUTOMATIC INVESTING

To establish a regular investment or exchange schedule, sign up for our Automatic Investment and Exchange Plans or make additional investments with our Periodic Purchase feature.

Learn more about these and other electronic options linked to your personal accounts at Vanguard.com.

CONTACTING VANGUARD

To obtain information and transact on your account any time of day, visit us at Vanguard.com. Reach us by phone at 1-800-ON-BOARD (662-6273).

Please send registered, certified, or overnight mail to: The Vanguard Group, 455 Devon Park Drive, Wayne, PA 19087-1815. All other correspondence can be sent to: The Vanguard Group, P.O. Box 2600, Valley Forge, PA, 19482-2600.

VANGUARD ADMIRAL TREASURY MONEY MARKET FUND

*Do not alter or photocopy this invest-by-Mail slip.
*Visit www.vanguard.com or call to change your address.

SUN CITY YOUNGTOWN ROTARY
FOUNDATION INC

List each check separately.	$ ☐,☐☐☐,☐☐☐.☐☐
	$ ☐,☐☐☐,☐☐☐.☐☐
	$ ☐,☐☐☐,☐☐☐.☐☐
	$ ☐,☐☐☐,☐☐☐.☐☐
Total amount	$ ☐,☐☐☐,☐☐☐.☐☐

Make checks payable to: The Vanguard Group - 0011

THE VANGUARD GROUP
PO BOX 13750
PHILADELPHIA PA 19101-9897

[redacted]

7- 8
115351 3338 406E D2 4 X

CARRIE J. KULESH, P.C.
Attorney at Law

19082 R. H. Johnson Blvd., Suite B
Sun City West, Arizona 85375

Telephone (623) 815-7488 Facsimile (623) 214-6695

January 4, 2007

Arizona Corporation Commission
Annual Reports - Corporations Division
1300 West Washington
Phoenix, AZ 85007-2929

Re: Sun City-Youngtown Rotary Foundation, Inc.

Gentlemen/Ladies:

In connection to your letter to the above-referenced Foundation, dated October 1, 2006, pertaining to the Sun City West - Youngtown Rotary Foundation, Inc., a copy of which is enclosed, I am also returning the photocopy of the filed Annual Report, which was stamped as "RECEIVED SEP 25 2006," attached to which are three statements reflecting assets held in the Rotary Foundation account as of mid-2006.

In addition, please note that no additional fees or penalties are due and no additional forms are required to be filed.

Please let me know if you have any questions.

Sincerely

Carrie J Kulesh

Carrie J. Kulesh

CJK/dg
enclosures

SUN CITY-YOUNGTOWN ROTARY FOUNDATION
ACCOUNTING
07/01/05 THROUGH 06/30/06

BEGINNING BALANCE		**$371,620.47**
Consisting of:		
538 Shares WalMart Stores Stock	**$ 25,974.64**	
First National Bank of Arizona Account	**$ 8,000.00**	
Vanguard Investments	**$337,645.83**	
RECEIPTS:		**$ 8,990.00**
Dividends – Merrill Lynch	**$ 490.00**	
Vanguard Income	**$ 8,500.00**	
LIABILITIES:		**$ 0.00**
None		
ENDING BALANCE:		**$401,657.03**
Consisting of:		
538 Shares WalMart Stores	**$ 23,941.00**	
Chase Bank Business Classic Account	**$ 3,177.60**	
First National Bank of Arizona Account	**$ 7,847.91**	
Vanguard Investments	**$366,453.23**	
Merrill Lynch Cash Account	**$ 237.29**	

CARRIE J. KULESH, P.C.
Attorney at Law

19082 R. H. Johnson Blvd., Suite B
Sun City West, Arizona 85375

Telephone (623) 815-7488 Facsimile (623) 214-6695

April 16, 2007

Arizona Corporation Commission
Annual Reports – Corporations Division
1300 West Washington
Phoenix, AZ 85007-2929

Re: Sun City-Youngtown Rotary Foundation, Inc.

Gentlemen/Ladies:

Enclosed please find a copy of your March 19, 2007 letter to the Sun City – Youngtown Rotary Foundation, Inc. and a copy of the Annual Report prepared for the Sun City – Youngtown Rotary Foundation. I am also returning a copy of all attachments received with your letter.

Please let me know if you have any questions. If not, please process our Annual Report as quickly as possible. Also, please note that it is not our intent to administratively dissolve the corporation.

Sincerely

Carrie J Kulesh

Carrie J. Kulesh

CJK/dg
enclosures

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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.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7 year period).
5. Date and location of birth.
6. Social Security Number
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.

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 Michael A. Zonlolowicz Date 9/19/06 Name Carrie J Kulesh Date 9/19/06

Signature [signature] Signature [signature]

Title President Title Secretary

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