



CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE

AZ Corp. Commission



02109001

DUE ON OR BEFORE 04/23/2007

FY06-07

FII

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. -0879651-5
FOX TUCSON THEATRE FOUNDATION
30 N CHURCH
TUCSON, AZ 85701

RECEIVED

AUG 06 2007

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

RECEIVED
APR 12 2007
BY: H/S

Business Phone: _____

(Business phone is optional.)

State of Domicile: ARIZONA

Type of Corporation: NON-PROFIT

RECEIVED

2. Statutory Agent: HERB STRATFORD
Mailing Address: 308 E 2ND ST
City, State, Zip: TUCSON, AZ 85705

Physical Address, if Different.

Physical Address:
City, State, Zip:

MAY 14 2007

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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

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

NON-PROFIT CORPORATIONS

- | |
|--|
| 1. <input checked="" type="checkbox"/> Charitable |
| 2. <input type="checkbox"/> Benevolent |
| 3. <input type="checkbox"/> Educational |
| 4. <input type="checkbox"/> Civic |
| 5. <input type="checkbox"/> Political |
| 6. <input type="checkbox"/> Religious |
| 7. <input type="checkbox"/> Social |
| 8. <input type="checkbox"/> Literary |
| 9. <input type="checkbox"/> Cultural |
| 10. <input type="checkbox"/> Athletic |
| 11. <input type="checkbox"/> Science/Research |
| 12. <input type="checkbox"/> Hospital/Health Care |
| 13. <input type="checkbox"/> Agricultural |
| 14. <input type="checkbox"/> Animal Husbandry |
| 15. <input type="checkbox"/> Homeowner's Association |
| 16. <input type="checkbox"/> Professional, commercial
industrial or trade association |
| 17. <input type="checkbox"/> Other _____ |

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.**

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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: None Name: None

NONE ☒

Name: None Name: None

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

Name: Gary Barlick

Name: Suzanne Ellenbogen

Title: President

Title: Treasurer

Address: 5550 N. Camino Escuela

Address: 5525 N. Maria Dr.

Tucson, AZ 85718

Tucson AZ 85704

Date taking office: Feb 18, 2007

Date taking office: Feb 18, 2006

Name: Gary Baroff

Name: Edna Meza Aguirre

Title: Secretary

Title: Vice President

Address: 630 N. W. Imot

Address: 252 N. Main Ave #3

Tucson, AZ 85711

Tucson AZ 85701

Date taking office: 2/18/06

Date taking office: 2/18/06

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

Name: Ellie Patterson

Name: Bob Hannon

Address: 3400 E. Speedway Ste 104

Address: PO Box 36163

Tucson AZ

Tucson AZ 85740

Date taking office: Feb 18, 2006

Date taking office: 3/21/05

Name: _____

Name: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

Fox Tucson Theatre Foundation

Balance Sheet

As of December 31, 2006

	<u>Dec 31, 06</u>
ASSETS	
Current Assets	
Checking/Savings	
Regular Checking - 6736	113,944.42
Regular Savings - 5617	37,121.65
Puro Mexicano Checking - 5...	-247.76
Petty Cash	400.00
Total Checking/Savings	151,218.31
Accounts Receivable	
General	108,300.00
Promises to Give - Net	125,321.38
Total Accounts Receivable	233,621.38
Other Current Assets	
Due from AZ Fox	85.00
Due From AZ Rehab	83,216.58
Due from Fox Presents!, LLC	35,232.22
Prepaid Expenses	12,611.07
Inventory	943.78
Undeposited Funds	250.00
Total Other Current Assets	132,338.65
Total Current Assets	517,178.34
Fixed Assets	
Liquor License	7,360.00
Fixtures and Furnishings	54,696.58
Tenant Improvement	38,513.59
Arizona Star (30 & 32)	828,737.26
Total Fixed Assets	929,307.43
Other Assets	
Investment in AZ FOX	11862082.25
Worker's Compensation Deposit	2,133.00
Capital Contrib-Fox Presents	171,160.85
Total Other Assets	12035376.10
TOTAL ASSETS	<u><u>13481861.87</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	74,054.88
Total Accounts Payable	74,054.88
Credit Cards	
Staples	-131.25
Office Max	777.29
Total Credit Cards	646.04

Fox Tucson Theatre Foundation

Balance Sheet

As of December 31, 2006

	<u>Dec 31, 06</u>
Other Current Liabilities	
Due to Fox Presents	7,599.52
Deferred Revenue	40,080.00
Payroll Taxes Payable	336.21
Total Other Current Liabilities	<u>48,015.73</u>
Total Current Liabilities	122,716.65
Long Term Liabilities	
Notes Payable	271,510.20
Rio Nuevo District Obligation	6,614,403.34
Total Long Term Liabilities	<u>6,885,913.54</u>
Total Liabilities	7,008,630.19
Equity	
AZ FOX Net Assets	3,500,000.00
Net Assets	2,969,922.09
Net Income	3,309.59
Total Equity	<u>6,473,231.68</u>
TOTAL LIABILITIES & EQUITY	<u>13481861.87</u>

Fox Tucson Theatre Foundation

Profit & Loss

January through December 2006

Jan - Dec ...

Ordinary Income/Expense

Income

Special Event/Prog Income	148,246.62
Organ Fund Restricted	250.00
Naming Revenue	60,791.00
Development Fee	108,300.00
Management Fee	0.00
Restricted Mickey Mouse Club	0.00
Restricted Funds-Panorama 2...	10,520.00
Cultural Preservation Fee	0.00
Building Restoration Fund-Restr	0.00
Founder Club	18,000.00
In-kind Contribution	1,547.25
Board Contributions and Dues	8,550.00
Fundraising	118,008.14
Other Income	58,987.72
Private Grants	35,887.72
Fox Fiesta, Net	6,813.58
Grand Re-Opening, Net	0.00
Puro Mexicano Film Festival	32,992.00
Rent from Fox Presents	12,240.00
Investment Income	66.65

Total Income	621,200.68
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Expense

Lodging & Travel	0.00
Employee Related Expenses	171,169.54
Professional Fees	108,862.61
Insurance	-2,920.52
Office and Operating	65,797.09
Event Expense	224,544.32
Development Expense	2,567.89
Debt Service	8,258.92
Travel and Entertainment	12,607.04
Miscellaneous	3,004.20
Depreciation	24,000.00

Total Expense	617,891.09
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Net Ordinary Income	3,309.59
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Net Income	3,309.59
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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.

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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 Gary Battice

Date 4/25/07

Name Suzanne Ellenbogen

Date 4/25/07

Signature [Signature]

Signature [Signature]

Title President

Title Treasurer

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