



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



DUE ON OR BEFORE 06/27/2008 F207-08 FILING FEE \$10.00

The following information is required by A.R.S. §§10-1022 & 10-1022 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. -0219343-7 DILLON SOUTHWEST, INC. 3014 N HAYDEN RD #101 SCOTTSDALE, AZ 85251

RECEIVED APR 18 2008

ARIZONA CORP. COMMISSION CORPORATIONS DIVISION

Business Phone: (Business phone is optional.) State of Domicile: ARIZONA Type of Corporation: NON-PROFIT

2. Statutory Agent: JOHN SCODON Physical Address, if Different: Mailing Address: ATTORNEY AT LAW Physical Address: 5125 N 16TH ST STE 2-220 City, State, Zip: PHOENIX, AZ 85016-3907

ACC USE ONLY Fee Penalty Prestate Expense Recruits

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. (Print name or firm, (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, 2. Advertising, 3. Aerospace, 4. Agriculture, 5. Architecture, 6. Banking/Finance, 7. Barber/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. Purchasing/Wholesale, 26. Real Estate, 27. Restaurant/Bar, 28. Retail Sales, 29. Software/Research, 30. Sports/Sporting Events, 31. Travel/Travel (Down plane), 32. Technology (Hardware), 33. Television/Radio, 34. Tourism/Convention Services, 35. Transportation, 36. Utilities, 37. Veterinary/Medical/Animal Care, 38. Other. NON-PROFIT CORPORATIONS: 1. Charitable, 2. Burial/Interment, 3. Educational, 4. Civic, 5. Political, 6. Religious, 7. Social, 8. Library, 9. Cultural, 10. Athletic, 11. Sales/Marketing, 12. Hospital/Health Care, 13. Agricultural, 14. Animal Husbandry, 15. Homeowner's Association, 16. Professional/Commercial Individual or Trade Association, 17. Other.

-0219343-7 DILLON SOUTHWEST, INC.

Page 2

6. 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.

6a. 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)

6b. 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: <u>Dr. Don Fausel</u>	Name: <u>Marsha L. Usdane</u>
Title: <u>President</u>	Title: <u>Director of Dillon Southwest/Secretary</u>
Address: <u>3014 N. Hayden Rd. Ste. 101</u> <u>Scottsdale, AZ 85251</u>	Address: <u>3014 N. Hayden Rd. Ste. 101</u> <u>Scottsdale, AZ 85251</u>
Date taking office: <u>2-20-02</u>	Date taking office: <u>1-1-98</u>
Name: _____	Name: _____
Title: _____	Title: _____
Address: _____	Address: _____
Date taking office: _____	Date taking office: _____

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

Name: <u>Dr. Don Fausel</u>	Name: <u>Kathy E. Shiprock</u>
Address: <u>3014 N. Hayden Rd. Ste. 101</u> <u>Scottsdale, AZ 85251</u>	Address: <u>3014 N. Hayden Rd. Ste. 101</u> <u>Scottsdale, AZ 85251</u>
Date taking office: <u>1-1-88</u>	Date taking office: <u>12-10-02</u>
Name: <u>Marsha L. Usdane</u>	Name: <u>David Covert</u>
Address: <u>3014 N. Hayden Rd. Ste. 101</u> <u>Scottsdale, AZ 85251</u>	Address: <u>3014 N. Hayden Rd. Ste. 101</u> <u>Scottsdale, AZ 85251</u>
Date taking office: <u>1-1-83</u>	Date taking office: <u>7-1-98</u>

Dillon Southwest  
Balance Sheet  
December 31, 2007

ASSETS

Current Assets		
Cash in Bank-Operating	\$	47,614.74
Cash in Bank-Operating-Compass		100.00
Cash in Bank-Bank One Savings		74,447.76
Kumon Won		285.96
PES & G, Inc		417.24
Petty Cash		200.00
Cash in Bank - Compass Savings		72,836.75
Accounts Receivable		2,053.84
Calendar Inventory		360.00
Promotional Items Inventory		2,028.95
<b>Total Current Assets</b>		<b>200,335.24</b>
Property and Equipment		
Office Furniture & Equipment	32,869.20	
Accum Depr-Office Furn. & Equip	(28,463.10)	
<b>Total Property and Equipment</b>		<b>4,391.10</b>
Other Assets		
Prepaid Expenses	4,680.82	
<b>Total Other Assets</b>		<b>4,680.82</b>
<b>Total Assets</b>	<b>\$</b>	<b>209,857.16</b>

LIABILITIES AND CAPITAL

Current Liabilities		
Accounts Payable	\$	5,140.52
Accrued Office		15,332.42
Unearned Post-Placement Fees		4,950.00
<b>Total Current Liabilities</b>		<b>25,482.94</b>
Long-Term Liabilities		
<b>Total Long-Term Liabilities</b>		<b>0.00</b>
<b>Total Liabilities</b>		<b>25,482.94</b>
Capital		
General Fund	215,917.81	
Fund - restricted fund balance	10,000.00	
Special Adoption Fund	28,943.74	
Net Income	(70,377.33)	
<b>Total Capital</b>		<b>184,384.22</b>
<b>Total Liabilities &amp; Capital</b>	<b>\$</b>	<b>209,867.16</b>

Unaudited - For Management Purposes Only

Please Enter Corporation Name: \_\_\_\_\_ File number: \_\_\_\_\_ Page 3

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

Nonprofit corporations shall submit 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. §§10-1822.A.3 & 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 a trust 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 or fraud laws of that jurisdiction, or
  - (c) the 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, 10-1823 & 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 Marsha J. Usdate Date 1/13/08 Name \_\_\_\_\_ Date \_\_\_\_\_

Signature [Signature] Signature \_\_\_\_\_

Title Director/Secretary Title \_\_\_\_\_

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