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

**DUE ON OR BEFORE** 12/19/1998

**FILING FEE** $45.00

**The following information is required by A.R.S. §10-1622 & §10-2501 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. & §10-2545.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 for proper format. REFER TO THE INSTRUCTIONS ON PAGE 4.**

RECEIVED
DEC 22 1998
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

**1.** ELECTION SYSTEMS & SOFTWARE, INC.
% C T CORPORATION SYSTEM
3225 N CENTRAL AVE
PHOENIX, AZ 85012

Corporation File Number: F-0826926-9

Business Phone: (402) 593-0101 (Business, Profit & Professional)
State of Domicile: DELAWARE Type of Corporation: BUSINESS

**2.** Arizona Statutory Agent: C T CORPORATION SYSTEM
Street Address: 3225 N CENTRAL AVE
(NOT P.O. BOX)
City, State, Zip: PHOENIX AZ 85012-

ACC USE ONLY
Fee $ 45.00
Penalty $
Reinstate $
Expedite $
Total $
FY98-99

PAID

*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

**3.** Secondary Address:
(Foreign Corporations are REQUIRED to complete this section.)
1209 ORANGE ST
WILMINGTON, DE 19801

**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
X 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. __ 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.

| Number of Shares/Certificates Authorized | Class | Series Within Class (if any) |
|---|---|---|
| 1,500,000 | Common | |
| 500,000 | Preferred | |

| Number of Shares/Certificates Issued | Class | Series Within Class (if any) |
|---|---|---|
| 699,475 | Common | |
| 400,000 | Preferred | |

**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.

**Name:** Omaha World Herald **Name:**

**NONE** ☐

**Name:** McCarthy & Company **Name:**

**7. OFFICERS** (If no changes since last report, check here __ and go on to Section 8.) See Attached List

**Name:** WILLIAM F WELSH II **Name:** TODD V UROSEVICH
**Title:** PRESIDENT/CEO **Title:** VICE-PRESIDENT
**Address:** 11208 JOHN GALT BLVD **Address:** 11208 JOHN GALT BLVD
OMAHA, NE 68137- OMAHA, NE 68137-
Date taking office: 12-19-97 Date taking office: 12-19-97

**Name:** RICHARD J JABLONSKI **Name:** RICHARD J JABLONSKI
**Title:** SECRETARY **Title:** TREASURER
**Address:** 11208 JOHN GALT BLVD **Address:** 11208 JOHN GALT BLVD
OMAHA, NE 68137- OMAHA, NE 68137-
Date taking office: 12-19-97 Date taking office: 12-19-97

**8. DIRECTORS** (If no changes since last report, check here __ and go on to Section 9.) See Attached List

**Name:** JOHN GOTTSCHALK **Name:** MICHAEL MCCARTHY
**Address:** OMAHA WORLD HERALD **Address:** 1126 S 103RD ST #450
OMAHA, NE 68124- OMAHA, NE 68124-
Date taking office: 12-19-97 Date taking office: 12-19-97

**Name:** WILLIAM F WELSH II **Name:** TODD V UROSEVICH
**Address:** 11208 JOHN GALT BLVD **Address:** 11208 JOHN GALT BLVD
OMAHA, NE 68137- OMAHA, NE 68137-
Date taking office: 12-19-97 Date taking office: 12-19-97

ELECTION
SYSTEMS & SOFTWARE

| *Title* | *Name* | *Address* |
|---|---|---|
| *President* | *William F. Welsh, II* | *11208 John Galt Blvd*<br>*Omaha, NE 68137* |
| *Senior Vice-Presidents* | *John S. Groh* | *11208 John Galt Blvd*<br>*Omaha, NE 68137* |
| | *Robert P. Hostetler* | *3739 National Drive, Suite 125*<br>*Raleigh, NC 27612* |
| | *Michael P. Limas* | *11208 John Galt Blvd*<br>*Omaha, NE 68137* |
| | *Geoffrey Ryan* | *200 N LaSalle, Suite 600*<br>*Chicago, IL 60601* |
| *Vice-President* | *Todd V. Urosevich* | *11208 John Galt Blvd.*<br>*Omaha, NE 68137* |
| | *Richard J. Jablonski* | *11208 John Galt Blvd.*<br>*Omaha, NE 68137* |
| | *Lee Storbeck* | *601 28th Avenue South*<br>*Waite Park, MN 56387* |
| *Secretary* | *Richard J. Jablonski* | *11208 John Galt Blvd.*<br>*Omaha, NE 68137* |
| *Assistant Secretary* | *Michael P. Limas* | *11208 John Galt Blvd.*<br>*Omaha, NE 68137* |
| *Treasurer* | *Richard J. Jablonski* | *11208 John Galt Blvd.*<br>*Omaha, NE 68137* |
| *Assistant Treasurer* | *Michael P. Limas* | *11208 John Galt Blvd.*<br>*Omaha, NE 68137* |
| *Directors* | *William Kernen* | *World Herald Square*<br>*Omaha, NE 68102* |
| | John Gottschalk | *World Herald Square*<br>*Omaha, NE 68102* |
| | *Michael McCarthy* | *1125 South 103rd S., Ste 450*<br>*Omaha, NE 68124* |
| | *William F. Welsh, II* | *11208 John Galt Blvd.*<br>*Omaha, NE 68137* |

**9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-2501.A.6)**
Only nonprofit corporations must attach a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

**10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-2505.A)**
Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and 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:

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 (A.R.S. §10-202.D.2)**
Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation?

One box must be marked: YES ☐ NO ☒

If YES, enter the following: Chapter _____ Date Filed _____ Case Number _____

If "YES", 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. 2) The state in which each corporation was a) incorporated b) transacted business. 3) The dates of corporate operation.

**12. SIGNATURES**

CAUTION: Signature requirements vary according to the type of corporation. See the instruction sheet for specific rules. Annual Reports submitted with incorrect signatures 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 Richard J. Jablonski Date 12/15/98 Name William F. Welsh II Date 12/15/98

Signature Richard J. Jablonski Signature William F. Welsh II

Title Secretary/Treasurer Title President

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