



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

ANNUAL REPORT YEAR: 2012

1. Corporate ID No. 000127399

2. Name of Corporation Health Fitness Corporation

3. Street Address Principal Business Office:

No. and Street: 400 FIELD DRIVE

City or Town: LAKE FOREST

State: IL

Zip: 60546

Country: USA

4. Business Phone No.

5. State of Incorporation

State: MN

6. Brief Description of the Character of Business Conducted in Rhode Island

To establish & operate physical fitness centers, manage wellness programs and engage in any lawful act or activity for which corporations may be organized under the laws of the state.

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	PAUL LOTHARIUS	400 FIELD DRIVE LAKE FOREST, IL 60546 USA
TREASURER	PAUL T. SCHUSTER	400 FIELD DRIVE LAKE FOREST, IL 60546 USA
SECRETARY	DENNIS L SCHOFF	400 FIELD DRIVE LAKE FOREST, IL 60546 USA
VICE PRESIDENT	BRIAN J GAGNE	400 FIELD DRIVE LAKE FOREST, IL 60546 USA
DIRECTOR	PHILIP GOSS	400 FIELD DRIVE LAKE FOREST, IL 60546 USA
DIRECTOR	DAVID M. MCDONOUGH	400 FIELD DRIVE LAKE FOREST, IL 60546 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>	Total Issued and Outstanding <i>Num of Shares</i>
CWP		\$0.01	50,000,000.00	100
PWP		\$0.01	1,500,000.00	0

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 20 Day of January, 2012 at 5:13:14 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By KELLY LETTMANN

Signature of Authorized Representative of the Corporation

POA

Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07