



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. 000686947

2. Name of Corporation Imagine Learning, Inc.

3. Street Address Principal Business Office:

No. and Street: 191 RIVER PARK DRIVE

City or Town: PROVO

State: UT

Zip: 84604

Country: USA

4. Business Phone No.

801-377-5071

5. State of Incorporation

State: UT

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

SALE OF EDUCATIONAL SOFTWARE AND TUTORING SERVICES TO SCHOOLS, SCHOOL DISTRICTS AND CONSUMERS

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	JOE SWENSON	191 RIVER PARK DRIVE PROVO, UT 84604 US
SECRETARY	CURTIS B HILL	191 RIVER PARK DRIVE PROVO, UT 84604 US
CEO	SUSAN W PREATOR	191 RIVER PARK DRIVE PROVO, UT 84604 US
VICE PRESIDENT	DERRIN HILL	191 RIVER PARK DRIVE PROVO, UT 84604 US
DIRECTOR	ADAM SLOVICK	191 RIVER PARK DRIVE PROVO, UT 84604 US
DIRECTOR	FRASER BULLOCK	3400 N. ASHTON BLUFF BLVD, STE 400 LEHI, UT 84043 US
DIRECTOR	TIM LAYTON	3400 N. ASHTON BLUFF BLVD, STE 400 LEHI, UT 84043 US
DIRECTOR	ALAN LAYTON	191 RIVER PARK DRIVE PROVO, UT 84604 US
DIRECTOR	GLEN MELLA	191 RIVER PARK DRIVE PROVO, UT 84604 US

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	A	\$0.00	100,000,000.00	78517280

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 2 Day of February, 2012 at 2:16:58 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 CURIST B. HILL
Signature of Authorized Representative of the Corporation

C.F.O
Title

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

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