

**SHAPE UP US INC.
2011 INCOME TAX RETURN**



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PARKER EGAN CPAS PLLC
14820 N CAVE CREEK RD STE 12
PHOENIX AZ 85032
(602)569-1003

Kathleen M. Egan, CPA, MBA, CFE

May 11, 2012

Shape Up US Inc.
15202 N 50th Place
Scottsdale AZ 85254

Dear Jyl,

Enclosed is your 2011 federal return, Form 990. The return should be signed and dated by an officer before filing. Please review the return and retain a copy for your records.

The federal Form 990 does not show a refund or balance due. Your tax obligation is exactly met. Mail the return on or before May 15, 2012 to:

Department of The Treasury
Internal Revenue Service Center
Ogden, UT 84201-0012

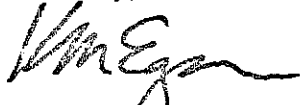
Enclosed is your 2011 Arizona return, Form 99. The return should be signed and dated before filing. Please review the return and retain a copy for your records.

The Arizona return does not show a refund or balance due. Your tax obligation is exactly met. Mail the return on or before May 15, 2012 to:

Arizona Department of Revenue
P.O. Box 52153
Phoenix, AZ 85072-2153

Your business is appreciated. Please call if you have any questions.

Sincerely,



Kathleen Egan

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning

, 2011, and ending

, 20

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization Shape Up US Inc.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

15202 N 50th Place

Room/Suite

City or town, state or country, and ZIP + 4

Scottsdale AZ 85254

F Name and address of principal officer:

D Employer identification number

26-0051941

E Telephone number

(480) 888-7111

G Gross receipts \$

267,391

H(a) Is this a group return for affiliates?

Yes ☐ No ☒

H(b) Are all affiliates included?

Yes ☐ No ☐

If "No," attach a list. (see instructions)

H(c) Group exemption number

I Tax-exempt status:

☒ 501(c)(3)☐ 501(c)()

() (insert no.)

☐ 4947(a)(1) or☐ 527

J Website: www.shapeupus.org

K Form of organization:

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation: 2002

M State of legal domicile: AZ

Part I Summary

1 Briefly describe the organization's mission or most significant activities:

To provide health and fitness awareness, information and education

2 Check this box ☐ If the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)

3

4 Number of independent voting members of the governing body (Part VI, line 1b)

4

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)

5

6 Total number of volunteers (estimate if necessary)

6

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a

1

7b Net unrelated business taxable income from Form 990-T, line 34

7b

0

8 Contributions and grants (Part VIII, line 1h)

Prior Year

Current Year

9 Program service revenue (Part VIII, line 2g)

296,061

267,390

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

1

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue -- add lines 8 through 11 (must equal Part VIII, column (A), line 12)

296,061

267,391

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)

9,500

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25)

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)

249,437

245,221

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)

258,937

245,221

19 Revenue less expenses. Subtract line 18 from line 12

37,124

22,170

20 Total assets (Part X, line 16)

Beginning of Current Year

End of Year

21 Total liabilities (Part X, line 26)

4,673

223

22 Net assets or fund balances. Subtract line 21 from line 20

4,673

223

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Jyl Steinback

President

Date

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

Kathleen Egan

Preparer's signature

Date

5-11-12

Check ☐ if self-employed

PTIN

Firm's name PARKER EGAN CPAS PLLC

Firm's address 14820 N CAVE CREEK RD STE 12

PHOENIX AZ 85032

Firm's EIN

Phone no.

(602) 569-1003

May the IRS discuss this return with the preparer shown above? (see instructions)

Yes ☒ No ☐

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐

- 1 Briefly describe the organization's mission:

To provide health and fitness awareness, information and education

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?
- ☐
- Yes
- ☒
- No

If "Yes," describe these new services on Schedule O.

- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?
- ☐
- Yes
- ☒
- No

If "Yes," describe these changes on Schedule O.

- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

- 4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

- 4e Total program service expenses ▶

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments -- other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments -- program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, & program service activities outside the United States, or aggregate foreign investments valued at \$100,00 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	N/A	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? N/A		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? N/A		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? N/A		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	0
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	N/A	1c
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	N/A	2b
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	N/A	3b
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	N/A	5c
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	6b
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	N/A	7b
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	X
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.			
Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	X
9 Sponsoring organizations maintaining donor advised funds.			
a	Did the organization make any taxable distributions under section 4966?	9a	X
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	X
10 Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:			
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	X
Note. See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?			
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	N/A	14b

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI ☐

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?		X
b Each committee with authority to act on behalf of the governing body?		X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? N/A		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		X
11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13		X
12b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? N/A		
12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done N/A		
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? N/A		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ► AZ
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► See attachment #1

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee.

Part 1. Compensation of the organization for any related organizations compensated any current officer, director, or trustee.										
(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		INDIVIDUAL TRUSTEE	DIRECTOR	INSTITUTIONAL TRUSTEE	OFFICER	KEY EMPLOYEE	HIGHEST COMPENSATED EMPLOYEE			
Jyl Steinback Executive Director	100.0	X			X			0	0	0
Dr. Karen Jacobson President	4.00	X			X			0	0	0
Dr. Bob Ruotolo Vice-President	4.00	X			X			0	0	0
Pamela Smith Treasurer	4.00	X			X			0	0	0
Kathy Krieg Secretary	4.00	X			X			0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)							(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		INDIVIDUAL	DIRECTOR	TRUSTEE	INSTITUTIONAL	OFFICER	KEY EMPLOYEE	HIGHEST COMPENSATED			
1b Sub-total									0	0	0
c Total from continuation sheets to Part VII, Section A									0	0	0
d Total (add lines 1b and 1c)									0	0	0
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶											

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
OTHER CONTRIBUTIONS SIMILAR AMOUNTS	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions) ...	1e				
	f	All other contributions, gifts, grants, & similar amounts not included above ..	1f	267,390			
	g	Noncash contributions included in lines 1a-1f:	\$				
h Total. Add lines 1a-1f				267,390			
PROGRAM SERVICE REVENUE	Business Code						
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
g Total. Add lines 2a-2f							
OTHER REVENUE	3	Investment income (including dividends, interest, and other similar amounts)		1		1	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross Rents	(i) Real	(ii) Personal			
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less: cost or other basis and sales expenses ...					
	c	Gain or (loss)					
	d	Net gain or (loss)					
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less: cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue			Business Code				
11a							
b							
c							
d	All other revenue						
e Total. Add lines 11a-11d							
12 Total revenue. See instructions				267,391		1	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX. ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7 Other salaries and wages.				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).				
9 Other employee benefits.				
10 Payroll taxes.				
11 Fees for services (non-employees):				
a Management.				
b Legal.				
c Accounting.	825		825	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other.	12,100	11,140	960	
12 Advertising and promotion.	255	255		
13 Office expenses.	19,112		19,112	
14 Information technology.	2,183		2,183	
15 Royalties.				
16 Occupancy.	6,666	6,666		
17 Travel.	12,890	4,625	8,265	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	4,607	4,607		
20 Interest.	11		11	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.				
23 Insurance.	8,176		8,176	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a in-kind expense-advertising	94,690	94,690		
b in-kind expense-services	56,324	56,324		
c in-kind expense-food	20,359	20,359		
d in-kind expense-goods	3,512	3,512		
e All other expenses.	3,511		3,511	
25 Total functional expenses. Add lines 1 through 24e.	245,221	202,178	43,043	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
A S S E T S	1 Cash -- non-interest-bearing	3,885	1	185
	2 Savings and temporary cash investments	788	2	38
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501 (c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a		
	b Less: accumulated depreciation	10b	10c	
	11 Investments -- publicly traded securities		11	
	12 Investments -- other securities. See Part IV, line 11		12	
	13 Investments -- program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	4,673	16	223	
L I A B I L I T I E S	17 Accounts payable and accrued expenses		17	223
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D.		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	0	26	223
F U N D A S S E T B A L A N C E S	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	4,673	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	4,673	33	
	34 Total liabilities and net assets/fund balances.	4,673	34	223

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	267,391
2	Total expenses (must equal Part IX, column (A), line 25)	2	245,221
3	Revenue less expenses. Subtract line 2 from line 1	3	22,170
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,673
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1 Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? **2a**
- b Were the organization's financial statements audited by an independent accountant? **2b**
- c If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? **2c** N/A
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? **3a**
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits **3b** N/A

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No. 1545-0047

2011

Open to Public
Inspection

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

Shape Up US Inc.

Employer identification number

26-0051941

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☒ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions--subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I
 - b ☐ Type II
 - c ☐ Type III--Functionally integrated
 - d ☐ Type III--Other
- e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).**
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
 - (ii) A family member of a person described in (i) above? ☐
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐

	Yes	No
11g(i)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11g(ii)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11g(iii)	<input checked="" type="checkbox"/>	<input type="checkbox"/>

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")				25,000	92,763	117,763
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose				271,061		271,061
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5				296,061	92,763	388,824
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						388,824

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6				296,061	92,763	388,824
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					1	1
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c Add lines 10a and 10b					1	1
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)					1,175	1,175
13 Total support. (Add lines 9, 10c, 11, and 12.)				296,061	93,939	390,000
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a **33 1/3 % support tests -- 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization

b **33 1/3 % support tests -- 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

Shape Up US Inc.

Employer identification number

26-0051941

AZ CORPORATION COMMISSION - ADDITIONAL INFORMATION AVAILABLE ONLINE

990 BOOKS ARE IN CARE OF

Attachment 1: Form 990 Page 6, Part VI, Section C, Line 20

Open to Public Inspection	For calendar year 2011 or tax period beginning	, and ending
Name of Organization Shape Up US Inc.		Employer Identification Number 26-0051941
Part VI - Line 20		

Individual Name Jyl Steinback
or
Business Name:

Street Address 15202 N 50th Pl

U.S. Address:

Zip code 85254 City Scottsdale State AZ
or

Foreign Address

City
Province or State
Country
Postal code
Phone Number
Fax Number

Attachment 2: Form 990 Page 10, Line 24 - Other Expenses

Inspection

, and ending

Shape Up US Inc.

26-0051941

Total:

2011 DETAIL STATEMENTS

Shape Up US Inc.
26-0051941

Page 1

STATEMENT #1 - All other contributions etc. (990-EO PG 9 Line 1f)

in kind.....	173,452
DIRECT PUBLIC SUPPORT.....	92,763
ST. LUKE GRANT	
indirect public support.....	950
other.....	225

TOTAL CARRIED TO 990-EO PG 9 Line 1f.....	267,390
---	---------

STATEMENT #2 - Investment income total rev (990 EO PG 9 Line 3)

SAVINGS INTEREST - SHORT TERM CD.....	1
---------------------------------------	---

TOTAL CARRIED TO 990 EO PG 9 Line 3.....	1
--	---

STATEMENT #3 - Mngmt, office expenses (990 EO PG 10 Line 13c)

bank chgs.....	4,436
business.....	234
books subs reference.....	951
postAGE DELIVERY.....	1,215
printing, copying.....	2,366
telephone, telecommunications.....	7,041
supplies.....	2,869

TOTAL CARRIED TO 990 EO PG 10 Line 13c.....	19,112
---	--------

STATEMENT #4 - Mngmt. info. technology (990 EO PG 10 Line 14c)

website.....	570
domain names - hosting.....	1,613

TOTAL CARRIED TO 990 EO PG 10 Line 14c.....	2,183
---	-------

STATEMENT #5 - Program occupancy (990 EO PG 10 Line 16b)

rent.....	4,956
equipment rental.....	1,633
facilities & equipment.....	77

TOTAL CARRIED TO 990 EO PG 10 Line 16b.....	6,666
---	-------

STATEMENT #6 - Management travel (990 EO PG 10 Line 17c)

auto ins.....	918
auto.....	3,700
fuel.....	3,647

2011 DETAIL STATEMENTS

Shape Up US Inc.
26-0051941

Page 2

TOTAL CARRIED TO 990 EO PG 10 Line 17c.....	8,265
---	-------

STATEMENT #7 - Prog. conv. and meetings (990 EO PG 10 Line 19b)

conferences, meeting.....	911
meals entertainment.....	646
seminars continuing ed.....	3,050

TOTAL CARRIED TO 990 EO PG 10 Line 19b.....	4,607
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STATEMENT #8 - Program other (990 EO PG 10 Line 11gb)

OUTSIDE CONTRACT SERVICES.....	11,140
--------------------------------	--------

TOTAL CARRIED TO 990 EO PG 10 Line 11gb.....	11,140
--	--------

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension -- check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Shape Up US Inc.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 26-0051941
	Number, street, and room or suite no. If a P.O. box, see instructions. 15202 N 50th Place	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Scottsdale AZ 85254	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► See attachment #1

Telephone No. ► _____ FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box. ☐. If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 11 or
 - ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

Arizona Exempt Organization Annual Information Return

2011

For the ☒ calendar year 2011 or ☐ fiscal year beginning

and ending

CHECK ONE: Original <input checked="" type="checkbox"/> Amended <input type="checkbox"/>		Please Type or Print	Name <u>Shape Up U.S. Inc.</u>	Employer identification number (EIN) <u>26-0051941</u>
Business telephone number <u>(480) 888-7111</u>			Number and street or PO Box <u>15202 N 50th Place</u>	AZ transaction privilege tax number
			City or town, state and ZIP code <u>Scottsdale AZ 85254</u>	

☒ 68 Check box if: ☐ This is a first return ☐ Name change ☐ Address change

☒ 82 CHECK BOX IF: Return filed under extension.
3-mos. Fed ☐ 82 C ☐ 6-mos. AZ-Fed ☐ 82 F ☐

A Date Arizona operations began _____

B Nature of Arizona activities _____

C Check federal form filed: ☐ 990 ☐ 990-EZ ☐ Other (specify) _____

REVENUE USE ONLY. DO NOT MARK IN THIS AREA.

Attach a copy of the organization's federal return.

Sources of Income	1	Gross sales or receipts from business activities	1		00	81	66
	2	Less: Cost of goods sold or of operations -- attach itemized statement	2		00		
	3	Gross profit from business activities -- subtract line 2 from line 1	3		00		
	4	Interest	4		00		
	5	Dividends	5		00		
	6	Rents and royalties	6		00		
	7	Gain or (loss) from sales of assets, excluding inventory items	7		00		
	8	Dues, assessments, etc., from members	8		00		
	9	Dues, assessments, etc., from affiliated organizations	9		00		
	10	Contributions, gifts, grants, etc., received	10	267,390	00		
	11	Other income -- attach itemized statement	11		00		
	12	Total income -- add lines 3 through 11	12	267,391	00		
Administrative Expenses	13	Compensation of officers, directors, trustees, etc	13		00		
	14	Salaries and wages -- other than amounts included on line 2	14		00		
	15	Interest	15	11	00		
	16	Taxes	16		00		
	17	Rent expense	17	6,666	00		
	18	Depreciation -- attach schedule	18		00		
	19	Miscellaneous expenses -- attach itemized statement	19	238,544	00		
	20	Total expenses -- add lines 13 through 19	20	245,221	00		
Disbursements From Current Income for the Organization's Exempt Purposes	21	Dues, assessments, etc., to affiliated corporations	21		00		
	22	Contributions, gifts, grants, etc., paid	22		00		
	23	Benefit payments to or for members or their dependents:					
	a.	Death, sickness, hospitalization, disability, or pension benefits	23a		00		
	b.	Other benefits	23b		00		
	24	Dividends and other distributions to members, shareholders, or depositors	24		00		
	25	Other	25		00		
	26	Total -- add lines 21 through 25	26		00		
Disbursements From Principal for the Organization's Exempt Purposes	27	Dues, assessments, etc., to affiliated corporations	27		00		
	28	Contributions, gifts, grants, etc., paid	28		00		
	29	Benefit payments to or for members or their dependents:					
	a.	Death, sickness, hospitalization, disability, or pension benefits	29a		00		
	b.	Other benefits	29b		00		
	30	Dividends and other distributions to members, shareholders, or depositors	30		00		
	31	Other	31		00		
	32	Total -- add lines 27 through 31	32		00		
Other	33	Other disbursements not itemized above -- attach schedule	33		00		
Accumulation of Income	34	Accumulation of income in current year -- line 12 less the sum of lines 20, 26, 32, and 33	34	22,170	00		
	35	Accumulation of income at beginning of year	35		00		
	36	Accumulation of income at end of year -- add lines 34 and 35	36	22,170	00		
Penalty	37	Penalty for late filing or incomplete filing. See instructions.	37		00		

THE EXEMPT ORGANIZATION IS SUBJECT TO A PENALTY IF THIS RETURN IS FILED LATE OR IS INCOMPLETE. ARS § 42-1125 (K).

Schedule A -- Balance Sheet

NOTE: Amounts used in attached schedules and in this column should be end of year amounts.

(a)
Beginning of year(b)
End of year

Assets

A1	Cash		4,673	00	A1	223	00
A2a	Accounts receivable	A2a		00			
	b Less: allowance for doubtful accounts	A2b		00			
	c Line A2a less line A2b. Enter difference in column (b)			00	A2c		00
A3a	Other notes and loans receivable -- attach schedule	A3a		00			
	b Less: allowance for doubtful accounts	A3b		00			
	c Line A3a less line A3b. Enter difference in column (b)			00	A3c		00
A4	Inventories			00	A4		00
A5	Investments (securities) -- attach schedule			00	A5		00
A6	Investments (other) -- attach schedule			00	A6		00
A7a	Land, buildings, and equipment; basis	A7a		00			
	b Less: accumulated depreciation -- attach schedule	A7b		00			
	c Line A7a less line A7b. Enter difference in column (b)			00	A7c		00
A8	Other assets -- describe			00	A8		00
A9	Total assets -- add lines A1 through A8		4,673	00	A9	223	00

Liabilities

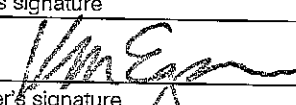
A10	Accounts payable and accrued expenses			00	A10	223	00
A11	Mortgages and other notes payable -- attach schedule			00	A11		00
A12	Other liabilities -- describe			00	A12		00
A13	Total liabilities -- add lines A10 through A12			00	A13	223	00

Net Assets

A14	Capital stock or trust principal		4,673	00	A14		00
A15	Paid-in or capital surplus			00	A15		00
A16	Retained earnings or accumulated income			00	A16		00
A17	Total net assets -- add lines A14 through A16		4,673	00	A17		00
A18	Total liabilities and net assets -- add lines A13 and A17		4,673	00	A18	223	00

Certification Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is a true, correct and complete return, made in good faith, for the taxable year stated pursuant to the income tax laws of the State of Arizona.

Please
Sign Here

Officer's signature	Date	President
	5-11-12	
Preparer's signature	Date	Preparer's EIN, PTIN or SSN
PARKER EGAN CPAS PLLC		P00026494
Firm's name (or preparer's, if self-employed)		Firm's EIN or SSN
14820 N CAVE CREEK RD STE	85032	(602) 569-1003
Firm's address	PHOENIX AZ	Firm's telephone number

Mail to: Arizona Department of Revenue, PO Box 52153, Phoenix AZ 85072-2153