

L85160

Florida Department of State
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rest.*
R. WHITE
JUN 05 2018

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : HAILE, SHAW & PFAFFENBERGER, P.A.
Account Number : 07632600355C
Phone : (561)627-8100
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ULTIMA GYM & FITNESS CENTER, INC.

Certificate of Status	0
Certified Copy	0
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18 JUN -4 AM 7:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ULTIMA GYM & FITNESS CENTER, INC.

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of Ultima Gym & Fitness Center, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed and reinstated with the Secretary of State of Florida on February 19, 1996.

SECOND: These Amended and Restated Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I. NAME

The name of the corporation shall be ULTIMA GYM & FITNESS CENTER, INC.

ARTICLE II. ADDRESS

The principal place of business and mailing address of the corporation is:

12799 W. Forest Hill Boulevard
Wellington, FL 33414

ARTICLE III. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV. PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is One Thousand (1,000) shares of common stock, no par value.

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ARTICLE VI. DIRECTORS/OFFICERS

Name and Address	Title
Jill Merrell 12799 W. Forest Hill Boulevard Wellington, Florida 33414	Director
Jessica E. Merrell 12799 W. Forest Hill Boulevard Wellington, Florida 33414	Director
Daniel Abbate 12799 W. Forest Hill Boulevard Wellington, Florida 33414	Director

ARTICLE VII. REGISTERED AGENT

The name and Florida street address of the registered agent is:

DPS Agent, LLC
1760 N. Jog Road, Suite 150
West Palm Beach, FL 33411

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Haile, Shaw & Pfaffenberger, P.A.
660 U.S. Highway One – Third Floor
North Palm Beach, FL 33408

ARTICLE IX. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately

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determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE X. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING


The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DFS AGENT, LLC

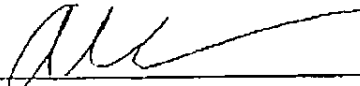
By: 
Name: PATRICIA SALAS
Title: MEMBER

Date: May 31, 2018

ULTIMA GYM & FITNESS CENTER, INC.

By: 
Jill Merrell, Director

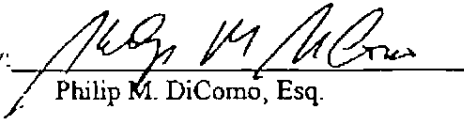
By: 
Jessica E. Merrell, Director

By: 
Daniel Abbate, Director

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I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

HAILE, SHAW & PFAFFENBERGER, P.A.

By: 
Philip M. DiComo, Esq.

Date: May 31, 2018