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SECULTANY OF STATE

06-13-03



## Jim Morrison & Associates, Inc. 6847A North 9<sup>th</sup> Avenue

6847A North 9<sup>th</sup> Avenue Suite 186 Pensacola, Florida 32504 (850) 324-5381\_ email:jmajcm@hotmail.com

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

June 9, 2003

SUBJECT: CLUB FITNESS OF NW FLORIDA, INC.

Enclosed are an original and one (1) copy of the articles of Incorporation and a check for

\$78.75 to cover filing fees.

Thank You

CAL

# CERTIFICATE OF INCORPORATION OF

### CLUB FITNESS OF NW FLORIDA, INC.

The undersigned, Jackie L Parkerson, does hereby become a corporation under the Laws of The State of Florida by making, subscribing, and acknowledging and filing in the Office of the Secretary of State, the following certificate and we do hereby certify that:

### <u>ARTICLE I</u>

#### NAME.

The name of the corporation shall be CLUB FITNESS OF NW FLORIDA, INC.

# ARTICLE II INITIAL PRINCIPAL OFFICE

The principal office of the Corporation shall be at 6410-D Hwy 90, Milton, FL 32570

# ARTICLE III CAPITAL STOCK

The maximum number of shares of stock with par value of One Dollar (\$1.00) each that the corporation is authorized to have outstanding at any time is 5,000 shares.

### ARTICLE IV

#### INITIAL REGISTERED AGENT

Pursuant to the Provisions of Section 607.0501 or 617.0501, Florida Statutes, The Undersigned Corporation, organized under the laws of The State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida

- 1. The name of the corporation is CLUB FITNESS OF NW FLORIDA, INC.
- 2. The name and address of the registered agent is James C. Morrison, 6847A N 9<sup>th</sup> Ave., Suite 186, Pensacola, FL 32504.

# ARTICLE V INITIAL SUBSCRIBERS

The names and addresses of each subscriber of the Certificate of Incorporation and a statement of the number of shares which he agrees to take, the aggregate of which shall not be less than the amount of capital with which the said corporation shall begin business, as follows are:

Name	Address	Shares
Jackie L Parkerson	P.O.Box 475. Bagdad, FL 32530	200

#### <u>ARTIÇLE VI</u>

#### <u>DURATION</u>

The Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

#### ARTICLE VI

#### TRANSFER OF STOCK

The transfer of the shares of stock of the Corporation shall be governed by the option of provisions contained in the by-laws of the Corporation.

#### ARTICLE VIII

#### PURPOSE

Purpose: All acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them, to the same extent as natural persons lawfully might do or could do in any part of the world, in so far as such acts are permitted to be done by a corporation organized under the laws of the State of Florida.

#### ARTICLE IX

#### **CORPORATION BY-LAWS**

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

#### ARTICLE X

#### LIABILITY OF DIRECTORS

Any and all directors of this corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated.

#### ARTICLE XI

#### PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XII**

### <u>INITIAL OFFICERS</u>

The names, addresses, and office of the officers as follows are:

Name

Address

<u>Office</u>

Jackie L Parkerson

P.O.Box 475. Bagdad, FL 32530 President

In TESTIMONY WHEREOF, I have hereunto set my hand and seal

this

day of

, 2003

Jackie L Parkerson

STATE OF FLORIDA

COUNTY OF Escan bia

BEFORE ME, the undersigned authority personally appeared who, after being duly sworn, avers and acknowledges that he executed the foregoing for the uses and purposes therein expressed and swears that the matters contained therein are true and correct.

SWORN TO AND SUBSCRIBED before me, this 22nd

2003

Motary Public, State of Florida

JUDY L GRIGGERS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD137307
MY COMMISSION EXP. IULY 29 2016

My Commission expires 7-29-06

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 Florida Statues, the following is submitted in compliance with said Act:

First -- That

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Milton, County of Santa Rosa, State of Florida, has named James C Morrison, located at 6847 A N 9<sup>th</sup> Ave., Suite 186., Pensacola, Escambia County, Florida, 32504, as its agent to accept service of process within this state.

#### ACKNOWLEDGEMENT:

Having been named to accept service for process for the above stated corporation, at the place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

James C Morrison, Resident Agent

By: 1/4/ 9/1-