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## **ARTICLES OF INCORPORATION**

**OF**

**Southshore Fit, Inc.**

I, the undersigned incorporated, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

### **ARTICLE I**

#### **Name**

The name of this corporation shall be:

**Southshore Fit, Inc.**

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### **ARTICLE II**

#### **Business, Objects or Purposes**

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- a) To manufacture, purchase or otherwise dispose of, and to invest, trade, deal in and deal with, goods, wares, merchandise and real personal property of every class and description.
- b) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation, including but not limited to activities of physical fitness.
- c) To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.
- d) To purchase, lease and hold real and personal property and any and every estate and interest therein and chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

- e) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes: to issue bonds, promissory notes, bills of exchanges, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise.
- f) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any other bonds issued by, or evidences of indebtedness payable at a specific time or times secured by mortgage or otherwise.
- g) To purchase, sell and transfer shares of its own capital stock.
- h) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any other licenses or other rights or interest therein and thereunder.
- i) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things herein before set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers: and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to the limit or restrict in any manner the powers of this corporation.

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### ARTICLE III

#### Capital Stock

- a) The total number of shares of capital stock authorized to be issued to the corporation shall be One Thousand (1,000) shares having a par value of .10 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services or for written promises to perform services in the future at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.
- b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such elections.

- c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued, or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants of or sold by the Board of Directors on such terms and for consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

#### **ARTICLE IV**

##### **Capital to Begin Business**

The amount of capital with which this corporation will begin business will be One Hundred Dollars (100,000)

#### **ARTICLE V**

##### **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE VI**

##### **Principal Office**

The principal office of this corporation shall be located at 201 24<sup>th</sup> Avenue, S.W., Ruskin, FL 33570 but the corporation shall have the power to relocate its principal office and to establish branches at other places within or without the State of Florida as may be determined and deemed expedient.

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## **ARTICLE VII**

### **Board of Directors**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## **ARTICLE VIII**

### **First Board of Directors**

The name and street addresses of the members of the first Board of Directors of this corporation who, subject to the Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified are:

#### **NAME**

#### **ADDRESS**

Laura Dye  
President, Vice-President  
Secretary, Treasurer

201 24<sup>th</sup> Avenue, S.W  
Ruskin, FL 33570

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## **ARTICLE IX**

### **Initial Officers**

The names and street addresses of the initial officers of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the Board of Directors for the election of permanent officers, or until their successors have been duly elected and qualified are:

#### **NAME**

#### **ADDRESS**

Laura Dye  
President, Vice-President  
Secretary, Treasurer

201 24<sup>th</sup> Avenue, S. W.  
Ruskin, FL 33570

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## **ARTICLE X**

### **Subscriber**

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

#### **NAME**

#### **ADDRESS**

Laura Dye

201 24<sup>th</sup> Avenue, S. W.  
Ruskin, FL 33570