

LD00000005920

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- LIFESTYLE FAMILY FITNESS, LLC

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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00 DEC -6 PM 2:55 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REGISTRATION
00 DEC -6 PM 12:40
12-6-00

**SECOND AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
LIFESTYLE FAMILY FITNESS, LLC
a Florida limited liability company**

The undersigned, being the sole member of LIFESTYLE FAMILY FITNESS, LLC, a Florida limited liability company (the "Company") and who certifies that this Second Amended and Restated Articles of Organization was adopted by the Company and its sole member, hereby amends and restates the Articles of Organization for Lifestyle Family Fitness, LLC, a Florida limited liability company, which original Articles of Organization were originally filed with the Secretary of State, State of Florida on May 23, 2000 and which Amended and Restated Articles of Organization were filed with the Secretary of State, State of Florida on July 28, 2000. The Second Amended and Restated Articles of Organization of Lifestyle Family Fitness, LLC is as follows:

**ARTICLE I
NAME OF COMPANY/PRINCIPAL OFFICE; ADOPTION**

The name of the limited liability Company is **LIFESTYLE FAMILY FITNESS, LLC**, a Florida Limited Liability Company (the "Company"). The address of the Company's principal office is as follows: The Kress Building, Suite M-8, 475 Central Avenue, St. Petersburg, Florida 33701. The mailing address of the Company is as follows: The Kress Building, Suite M-8, 475 Central Avenue, St. Petersburg, Florida 33701. The undersigned member adopts the following Second Amended and Restated Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2050, unless otherwise extended or terminated by an amendment to these Second Amended and Restated Articles of Organization.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name and address of the Company's initial registered agent in the State of Florida is as follows: Ernest L. Mascara, The Kress Building, Suite M-8, 475 Central Avenue, St. Petersburg, Florida 33701.

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ARTICLE IV
REQUIREMENTS FOR ADMISSION OF
ADDITIONAL MEMBERS

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

ARTICLE V
AUTHORIZATION OF COMMON UNITS

The maximum number of Common Units (which Common Units represent Membership Interests as defined in the Operating Agreement of the Company) that the Company is authorized to issue and have outstanding at any time is 12,500,000 Common Units. The consideration to be paid for each Common Unit shall be fixed by the Board of Directors of the Company, from time to time, and may consist of any tangible or intangible property or benefit to the Company; including, but not limited to cash, promissory notes, services performed, other securities of the Company or promises to perform services for the Company that are evidenced by a written contract with a value which is adequate, in the judgment of the Board of Directors.

ARTICLE VI
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company; or
- (b) Upon the written approval of the holders of eighty percent (80%) of the Common Units of the Company entitled to vote; or
- (c) Upon the occurrence of any event which would cause a dissolution as defined in the Operating Agreement of the Company.

ARTICLE VII
MANAGEMENT

The business of the Company shall be managed under the direction of a Board of Directors (the "Board of Directors" or "Management Committee"). Without any

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limitation thereon, the Board of Directors shall have the power, on behalf and for the purposes of the Company, as set forth in the Operating Agreement of the Company. The names and business addresses of the initial Board of Directors of the Company who shall serve until the first meeting of members or until their successors are elected and qualified are named in the Operating Agreement.

ARTICLE VIII
PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized under all applicable Florida Statutes.

Dated this 4th day of December, 2000 by the sole member of Lifestyle Family Fitness, LLC.

LIFESTYLE FAMILY FITNESS II, INC.,
a Florida corporation

By: _____

Geoffrey A. Dyer, President .

(CORPORATE SEAL)

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared **GEOFFREY A. DYER**, the President of **LIFESTYLE FAMILY FITNESS II, INC.**, a Florida corporation, on behalf of said corporation, who is the sole member of **LIFESTYLE FAMILY FITNESS, LLC**, a Florida limited liability company, which is person is known to me to be the person who executed the foregoing Second Amended and Restated Articles of Organization as President of Lifestyle Family Fitness II, Inc., on behalf of Lifestyle Family Fitness, LLC, and who took an oath.

In witness whereof, I have hereunto set my hand and seal on this 4th day of December, 2000.

(SEAL)



Notary Public, State of Florida at Large
Ernest L. Mascara

My commission expires:



Ernest L. Mascara
MY COMMISSION # CC697464 EXPIRES
March 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 808.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **LIFESTYLE FAMILY FITNESS, LLC**, a Florida limited liability company.
2. The name and address of the registered agent and office is:

Ernest L. Mascara
The Kress Building, Suite M-8
475 Central Avenue
St. Petersburg, Florida 33701

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 45 day of December, 2000.



ERNEST L. MASCARA

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