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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

HVC Swim and Fitness, LLC

Signature

Requested by:

Name

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 - ☐ Certificate of Fictitious Name
 - ☐ Corp Record Search
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ARTICLES OF ORGANIZATION

OF

HVC SWIM AND FITNESS, LLC

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05 DEC -8 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT made as of the 7 day of December, 2005, by
MICHAEL DERE, JAMES C. RICHARDSON, JR., JASON T. RICHARDSON, and
PAMELA M. WITTERS, (hereinafter the Members or individually the
Member);

NOW THEREFORE, it is mutually agreed as follows:

ARTICLE I

FORMATION OF LIMITED LIABILITY COMPANY

The Member hereby creates a limited liability company (the
"LLC") under Chapter 608, Florida Statutes, the laws of the State
of Florida (the "Act") for the purposes described in Article III
below.

ARTICLE II

NAME

The name of the LLC shall be **HVC SWIM AND FITNESS, LLC**, or
such other name selected by the Members as may be acceptable to the
appropriate recording official of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business or businesses to be
transacted and which the LLC is authorized to transact, in addition

to those authorized by the laws of the State of Florida, and the powers of the LLC, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To invest in, acquire, and hold, manage, repair, develop, improve and sell, lease, transfer and otherwise dispose of, and deal in and with real and personal property of every character and description.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the LLC powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-

in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this LLC, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The mailing address of the principal office of the LLC shall be 2050 Catawba Valley Blvd., SE, Hickory, NC 28602, and the street address of the principal office of the LLC shall be 2050 Catawba Valley Blvd., SE, Hickory, NC 28602, or at such other location as may be agreed in writing by the Members.

ARTICLE V

DURATION

This agreement shall be come effective on the date hereof, and the LLC shall have perpetual existence.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions with a total value of One Thousand and 00/100 (\$1,000.00) Dollars shall be contributed to the LLC by the Members in proportion to their respective percentage interest in the LLC.

In addition to the above, the Members shall make such additional capital contributions as are agreed upon by a unanimous vote of the Members of the LLC.

ARTICLE VII
LIMITED LIABILITY COMPANY POWERS

All the LLC powers shall be exercised by or under the authority of, and the business and affairs of this LLC shall be managed under the direction of the Manager of this LLC. This article may be amended from time to time in the regulations of the LLC by a unanimous vote of the Members of the LLC.

ARTICLE VIII
MANAGEMENT

The LLC is to be managed by a manager, and is, therefore, a manager-managed company. The name and address of such manager who is to serve as manager is:

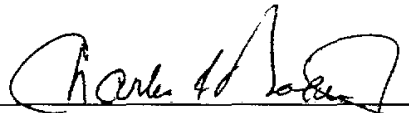
<u>NAME</u>	<u>ADDRESS</u>
COLSON PARK CAPITAL, INC. a North Carolina corporation	2050 Catawba Valley Blvd., SE, Hickory, NC 28602

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 2772-S NW 43rd Street, City of Gainesville, County of Alachua, State of Florida 32606, and the name of its initial registered agent at such address is **CHARLES I. HOLDEN, JR.**

The undersigned, being one of the original members of the LLC,
hereby certifies that the foregoing constitutes the proposed
Articles of Organization of **HVC SWIM AND FITNESS, LLC**, a Florida
limited liability company.

IN WITNESS WHEREOF, I have signed these Articles of
Organization and acknowledged them to be my act this 7th day of
December, 2005.

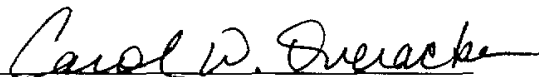


CHARLES I. HOLDEN, JR.;
Authorized Agent for Members and
Manager

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this
7 day of December, 2005, by **CHARLES I. HOLDEN, JR.**,
as **Authorized Agent for Members and Manager**, [] who has
produced a driver's license issued within 5 years from date as
identification; OR [☒] who is personally known to me; OR []
who produced Other: _____, as identification.





Notary Public
Printed Name:
Commission No.:

My Commission Expires:

(Affix Notary Seal)

CERTIFICATE OF DESIGNATION OF REGISTERED

AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 608.415 or 608.507, 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 **HVC SWIM AND FITNESS, LLC.**

(2) The name and address of the registered agent and office is **CHARLES I. HOLDEN, JR., 2772-S NW 43rd Street, Gainesville, Florida 32606.**

Having been named as registered agent and to accept service of process for the above-named 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: December 7, 2005


CHARLES I. HOLDEN, JR.
Registered Agent