

L09000006922

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

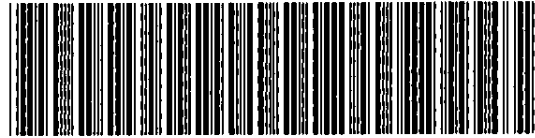
(Business Entity Name)

(Document Number)

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09 JAN 21 AM 9:46

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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09 JAN 21 AM 10:14

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JAN 22 2009

EXAMINER

# CAPITAL CONNECTION, INC.

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

Caebody Designs LLC

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TALLAHASSEE, FLORIDA

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

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Seth 1/21 9:00

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 21, 2009

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: COREBODY DESIGNS, LLC  
Ref. Number: W09000003046

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09 JAN 21 AM 10:14  
TALLAHASSEE, FLORIDA  
103

We have received your document for COREBODY DESIGNS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$125.00 payment.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 709A00002137

Core Body Designs, Inc.  
3206 South Conway Road  
Orlando, Florida 32812

Michelle Cantor, President

January 21, 2009

State of Florida  
Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

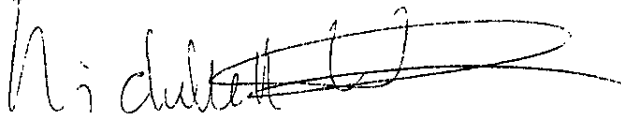
Re: Consent to Registration of Corebody Designs, LLC

To whom it may concern;

This is to advise that Core Body Designs, Inc., consents and agrees to waive any and all rights with regard to the exclusive registration of the corporate name Core Body Designs, solely for the benefit of Corebody Designs, LLC, and consents and agrees to permit Corebody Designs, LLC to be registered as a Limited Liability Company in Florida under the name Corebody Designs, LLC.

It is the intention of Core Body Designs, Inc., to dissolve, and understanding that this process may take some time, the undersigned wishes to make the name Corebody Designs, LLC available immediately to Corebody Designs, LLC for registration.

Thank you.

A handwritten signature in dark ink, appearing to read "Michelle Cantor", with a large, sweeping flourish extending to the right.

Michelle Cantor, President  
Core Body Designs, Inc.

FILED  
09 JAN 21 AM 10:14  
STATE  
TALLAHASSEE, FLORIDA

# Articles of Organization Of Corebody Designs, LLC

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09 JAN 21 AM 10:14  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, and authorized to execute and file these Articles, does hereby form a Limited Liability Company for profit under the laws of the State of Florida.

## ARTICLE I

### NAME

The name of the Limited Liability Company is Corebody Designs, LLC.

## ARTICLE II

### REGISTERED PRINCIPAL OFFICE

The address of the registered principal office of the Limited Liability Company in the State of Florida is 3206 South Conway Road, Orlando, Florida 32812. The mailing address of the Limited Liability Company is also 3206 South Conway Road, Orlando, Florida 32812. The Members may from time to time designate such other address and place for the registered principal office of this Limited Liability Company as it may see fit, and it may establish branch and other offices within or without the State of Florida.

## ARTICLE III

### Nature of Business

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to engage in any lawful act or activity for which Limited Liability Companies may be organized under the laws of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. (a) To operate an exercise studio, to acquire, by purchase, lease or otherwise services and materials for the operation of an exercise studio, to engage in health care and wellness services and related services addressing health and wellness matters.

(b) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or accepted by the Limited Liability Company, buildings or other structures, public or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the Limited Liability Company. To buy, sell, mortgage, exchange, lease, hold for investment

or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, developing or management of any property, real or personal, at any time owned, held, or occupied by the Limited Liability Company, and to invest, trade, and deal in any personal property deemed beneficial to the Limited Liability Company, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Limited Liability Company.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of Limited Liability Company property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate or company assets of any other Limited Liability Company or corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Limited Liability Company or corporation of the State of Florida or any other state or government, and, while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or Limited Liability Company; and to transact any further and other business necessarily connected with the purposes of this Limited Liability Company or calculated to facilitate the same.

(h) To enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm, or Limited Liability Company to carry on any business or to make any investment which this Limited Liability Company has the direct or incidental authority to engage in.

(i) To enter into, for the benefit of its employees, one or more of the following: (i) pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a stock option plan, or (vi) other retirement, death benefit, or incentive compensation plan or plans.

(j) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise, and enjoy all of the general powers of like Limited Liability Companies..

(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, partners, or otherwise, alone or in company with others, and to do and perform all such other things and acts as

may be necessary, profitable, or expedient in carrying on any of the businesses or acts above named.

2. In general to carry on any business not forbidden by the laws of the State of Florida and with all the powers conferred upon Limited Liability Companies by the laws of the State of Florida. Nothing herein shall be construed as giving the Limited Liability Company hereby organized any rights, powers, or privileges not permitted to it by the laws of the State of Florida.

3. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, and clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

#### **ARTICLE IV Management**

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

**Brigitte R. Goersch  
3600 Rothbury Drive  
Orlando, Florida 32812**

The managing member has sole authority to manage the Company as provided in the Operating Agreement and is authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the business of the Company. Except as authorized by the managing member, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

#### **ARTICLE V Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be in accordance with the Operating Agreement of the Limited Liability Company.

#### **ARTICLE VI Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be in accordance with the Operating Agreement of the Limited Liability Company.

**ARTICLE VII**  
**Initial Registered Agent and Registered Agent's Address**

The name and mailing address of the initial registered agent of the Limited Liability Company are:

Brigitte R. Goersch  
3600 Rothbury Drive, Orlando, Florida 32812

The Company may change its registered agent or the location of the registered agent's address from time to time without amendment of these Articles of Organization.

**ARTICLE VIII**  
**TERM OF EXISTENCE**

The Limited Liability Company shall have perpetual existence, commencing on the date of execution of these Articles, if they shall be filed with the Florida Department of State within five days after execution, and if not, commencing on the date of such filing.

**ARTICLE IX**  
**TRANSACTIONS IN WHICH**  
**OFFICERS OR MEMBERS ARE INTERESTED**

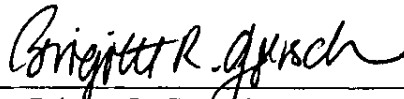
No contract or other transaction between the Limited Liability Company and any other Limited Liability Company, association, person, or firm, in the absence of fraud, shall be affected, invalid, void, or voidable because one or more Members or officers of the Limited Liability Company is or are interested in such contract or transaction as a Member or officer of the other corporation or association, or otherwise interested in or individually or jointly a party to any contract or transaction of this Limited Liability Company or in which this Limited Liability Company is interested, and no Director or officer of this Limited Liability Company shall incur any liability by reason of the fact that he is or may be interested, in any such contract or transaction. A Member of the Limited Liability Company may vote upon any such contract or other transaction between the Limited Liability Company, and any subsidiary, controlled, affiliated, or other corporation, association, or firm without regard to the fact that he is also a Member, Director or officer of such subsidiary, controlled, affiliated, or other corporation, association, or firm, and the presence at any meeting of the Members of any such Member may be counted in order to determine the presence of a quorum.

**ARTICLE X**  
**AMENDMENT**

These Articles of Organization may be amended in the manner provided by law. The right to amend or repeal any provisions contained in these Articles or any amendment hereto, is conferred upon the managing member.



In Witness Whereof, Brigitte R. Goersch, the undersigned, being the original Managing Member of the Limited Liability Company hereinbefore named, has hereunto set her hand and seal, this 20<sup>th</sup> day of January, 2009, for the purpose of forming this Limited Liability Company to do business both within and without the State of Florida, and, in pursuance of the Laws of the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true.

  
\_\_\_\_\_  
Brigitte R. Goersch

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

**PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 AND 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.**

1. The name of the Limited Liability Company is: Corebody Designs, LLC
2. The name and the Florida street address of the registered agent and registered office are:

**Brigitte R. Goersch, 3600 Rothbury Drive, Orlando, Florida 32812**

*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 am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as they may apply to the Company and I agree to comply with the provisions of Section 48.091, Florida Statutes, as well as the provisions of all statutes relating to the proper and complete performance of my duties in the position of registered agent.*

  
\_\_\_\_\_  
(Signature)

Date: 20 Jan 2009