

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L13000023145
FILED 8:00 AM
February 13, 2013
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:
TROPIC PACE FITNESS LLC

Article II

The street address of the principal office of the Limited Liability Company is:
6255 HUNTER ROAD
CORCORAN, MN. US 55340

The mailing address of the Limited Liability Company is:
6255 HUNTER ROAD
CORCORAN, MN. US 55340

Article III

The purpose for which this Limited Liability Company is organized is:
LEGAL COMPANY NAME FOR AN ORANGE THEORY FITNESS CENTER
(FRANCHISE) TO BE LOCATED IN THE FORT MYERS
AREA.MOTHER'S NAME AND ADDRESS IS USED WITH HER
PERMISSION AS THE REGISTERED AGENT.

Article IV

The name and Florida street address of the registered agent is:
JOYCE M MACINTYRE
3247 GALT CIRCLE
ORMOND BEACH, FL. 32174

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.

Registered Agent Signature: JOYCE M. MACINTYRE

Article V

The name and address of managing members/managers are:

Title: MGRM
ROBERT E MACINTYRE JR.
6255 HUNTER ROAD
CORCORAN, MN. 55340 US

Title: MGRM
BARBARA A MACINTYRE
6255 HUNTER ROAD
CORCORAN, MN. 55340 US

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Article VI

The effective date for this Limited Liability Company shall be:

02/13/2013

Signature of member or an authorized representative of a member

Electronic Signature: ROBERT E. MACINTYRE JR.

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.