

116000003357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

RA + Cuo W16-26019

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
APR 26

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive
Tallahassee, Florida 32312
(850) 656-4724
Toll Free: 844-541-6792

DATE: 4-22-16

ENTITY NAME: Ultimate Fitness Holdings, LLC WALK IN

****PLEASE FILE THE ATTACHED AND RETURN:****

☒ Plain Copy
☐ Certified Copy

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____
☐ Certified Copy of Arts & Amendments
☐ Certificate of Good Standing

****APOSTILLE/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____
NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: _____
CHECK NUMBER: _____ PP

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!
Tina Goff, President



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 22, 2016

BILL HAYES
1815 CORDOVA RD, STE. 206
FORT LAUDERDALE, FL 33316

SUBJECT: ULTIMATE FITNESS HOLDINGS, LLC
Ref. Number: W16000026019

Corrected
See attached
Return Docs
to Sunshine
Corporate

We have received your document for ULTIMATE FITNESS HOLDINGS, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate 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) 245-6051.

Karen A Saly
Regulatory Specialist II

Letter Number: 516A00007196

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16 APR 25 AM 11:29
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Ultimate Fitness Holdings, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Bill Hayes

Name of Person

Ultimate Fitness Group, LLC

Firm/Company

1815 Cordova Road, Suite 206

Address

Fort Lauderdale, FL 33316

City/State and Zip Code

bhayes@orangetheoryfitness.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bill Hayes

954

530-6903 x220

at ()

Name of Contact Person

Area Code

Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Ultimate Fitness Holdings, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 81-1144993
(FEI number, if applicable)
4. February 16, 2016
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)
5. 1815 Cordova Road, Suite 206
Fort Lauderdale, FL 33316
(Street Address of Principal Office)
6. 1815 Cordova Road, Suite 206
Fort Lauderdale, FL 33316
(Mailing Address)
7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Paracorp Incorporated
Office Address: 155 Office Plaza Drive, 1st Fl
Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

See attached

(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Tim Tanguay, CFO / Bill Hayes, Controller / Dave Long, CEO

1815 Cordova Road, Suite 206

Fort Lauderdale, FL 33316

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Tim Tanguay
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Tim Tanguay

Typed or printed name of signee

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2016 APR 25 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2016 APR 25 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

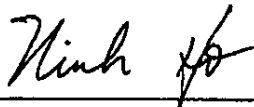
DATE: Ultimate Fitness Holdings, LLC

ENTITY NAME: 4/22/2016

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
155 Office Plaza Drive, 1st Floor
Tallahassee, FL 32301

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Ninh Ho, Assistant Secretary
Paracorp Incorporated

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ULTIMATE FITNESS HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF APRIL, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ULTIMATE FITNESS HOLDINGS, LLC" WAS FORMED ON THE ELEVENTH DAY OF JANUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.

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2016 APR 25 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



5933221 8300

SR# 20162496650

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202196767

Date: 04-22-16