

CAPITAL CONNECTION, INC.

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

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Fitness FLA Wellness Clinic, Inc.

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*****78.75 *****78.75

- ☒ 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 _____

APPROVED
AND
FILED
OCT 20 AM 10:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

RECEIVED
OCT 20 AM 10:37
DIVISION OF CORPORATION

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10TH OCT 20 2000

ARTICLES OF INCORPORATION
OF
FITNESS FLA WELLNESS CLINIC, INC.
A FLORIDA NON-PROFIT CORPORATION

APPROVED
AND
FILED
00 OCT 20 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name

The name of the Corporation is **FITNESS FLA WELLNESS CLINIC, INC.**, a Florida Nonprofit Corporation.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the corporation is 410 West Merritt Avenue, Merritt Island, Florida 32953

ARTICLE THREE

Duration

The term of existence of the Corporation is Perpetual; and the corporate existence will commence upon the filing of these articles with the Department of State.

ARTICLE FOUR

Purpose

The Purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses, may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making the provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively

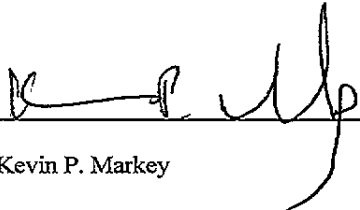
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **FITNESS FLA WELLNESS CLINIC, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Merritt Island, County of Brevard, State of Florida, has named Kevin P. Markey located 410 W. Merritt Avenue, Merritt Island, Florida 32953, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Kevin P. Markey

for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIVE

Directors

The method of election of the directors of the Corporation is set forth in the Bylaws.

ARTICLE SIX

Registered Office and Agent

The initial registered office of the Corporation shall be located at 410 West Merritt Avenue, Merritt Island, Florida 32953. The initial registered agent of the Corporation at that address shall be Kevin P. Markey.

ARTICLE SEVEN

Incorporators

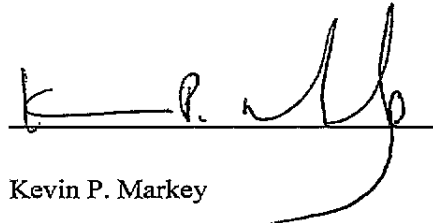
The names and resident addresses of the incorporator(s) is:

Kevin P. Markey

410 W. Merritt Island

Merritt Island, Florida 32953

IN WITNESS WHEREOF, I have subscribed my name this 10th day of October, 2000.


Kevin P. Markey

00 OCT 20 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED