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TALLAHASSEE, FLORIDA

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ANTHONY P. GRANESE, P.A.

ATTORNEY AT LAW

1014 Drew Street • Clearwater, Florida 33755-4521

Ph: (727) 446-4121 • Fax: (727) 462-5202 • E-mail: agranese@aol.com • www.sgranese.com/agranese

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November 4, 2003

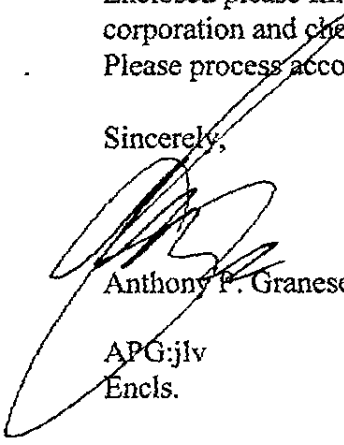
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Organization for Health and Fitness, Inc.

Dear Corporate Specialist:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00 for filing fees and designation of registered agent. Please process accordingly.

Sincerely,



Anthony P. Granese

APG:jlw
Encls.

ARTICLES OF INCORPORATION

OF

^A
ORGANIZATION FOR HEALTH AND FITNESS, INC.

We, ^AORGANIZATION FOR HEALTH AND FITNESS, INC., the undersigned, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation is: ^AORGANIZATION FOR HEALTH AND FITNESS, INC.

ARTICLE II.

The general nature and purposes of this corporation shall be to conduct all such lawful activity available to any legal entity including but not limited to the following:

1. Promote educational health and nutritional programs and to develop scholarships for people including special needs people.
2. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and the other obligations, and secure any of its obligations by mortgage and pledge of all and any of its property, franchises, or income.
3. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
4. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
5. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
6. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all and any part of its property and assets.

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7. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

8. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

10. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized

ARTICLE III.

The membership of this corporation shall consist of all persons who become members, in the manner provided by the By-Laws.

ARTICLE IV.

The name and address of the subscriber and incorporator:

NAME: Dennis Kellenberger
ADDRESS: 1547 Betty Lane S.
Clearwater, FL 33756

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

1. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided in the By-Laws.

2. The officers shall be elected at the annual meeting of the Board of Directors, as provided in the By-Laws.

3. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President-	Dennis Kellenberger
Vice President-	Rick DaSo
Secretary-	Rick DaSo
Treasurer-	Dennis Kellenberger

ARTICLE VII.

1. The affairs of this corporation shall be managed by a Board of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than three (3).

2. The Board of Directors shall be elected and hold office in accordance with the By-Laws. Anyone whose membership on the Board of Directors would constitute a conflict of interest with any other group or organization shall be ineligible for election or appointment to the Board of Directors.

3. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation are:

Director:	Dennis Kellenberger
Address:	1547 Betty Lane S. Clearwater, FL 33756

Director:	Rick DaSo
Address:	705 7 th Street SE Largo, FL 33771

Director:	Robert Kellenberger
Address:	11043 66 th Terrace N. Seminole, FL 33772

4. Any vacancy on the Board of Directors may be filled by the majority vote of the remaining Directors until the next annual election. For all purposes of election of voting, a majority shall constitute a quorum.

ARTICLE VIII.

1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time.
2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors presented at any regular meeting, or any special meeting called for that purpose, at which a quorum is presented.

ARTICLE IX.

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present.

ARTICLE X.

The street address of the initial office of this corporation shall be **1547 Betty Lane S., Clearwater, FL 33756.**

IN WITNESS WHEREOF, the undersigned, being the subscriber of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 31 day of October, 2003.


DENNIS KELLENBERGER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31 day of October, 2003,
by Dennis L Kellenberger

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SECRETARY OF STATE
TALLAHASSEE, FL 32399



Mary K. Hogan
MY COMMISSION # DD004233 EXPIRES
May 4, 2005
BONDED THRU TROY FARM INSURANCE, INC.

NOTARY PUBLIC:

Mary K Hogan

State of Florida at Large
My Commission Expires: 5-8-2005

Personally known
Produced Identification X
Type FULL KY51-17250320

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

Pursuant to Chapter 48, Florida Statutes, the following is submitted:

That ^A **ORGANIZATION FOR HEALTH AND FITNESS, INC.**, desiring to organize
under the laws of the State of Florida, with its principal office at **1547 Betty Lane S.,
Clearwater, FL 33756**, has named **Anthony P. Granese**, located at 1014 Drew Street,
Clearwater, Fl 33755, 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 this position, and agree to comply with the
provisions of the Statute as to maintaining office space.

Anthony P. Granese
Registered Agent