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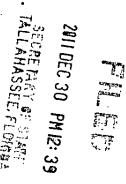
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# Michael G. Moore 1730 Keane Avenue SW Naples, Florida 34117 Telephone (239) 398-6103 Facsimile (239) 455-2999

December 27, 2011

### Via Regular U.S. Mail

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

Re: <u>Leapfrog Fitness Community, Inc.</u>

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for Leapfrog Fitness Community, Inc., a Florida not-for-profit corporation, along with our check made payable to the Florida Department of State, Division of Corporations in the amount of 70.00, representing the filing fee. Please note that this corporation shall have an effective date of January 1, 2012.

If you have any questions concerning the foregoing, please do not hesitate to contact me.

Thank you,

Ajchael G. Moore

Cc: Matt Reedy

### ARTICLES OF INCORPORATION

### LEAPFROG FITNESS COMMUNITY, INC.

# A NOT-FOR-PROFIT CORPORATION (F.S. CHAPTER 617)

### ARTICLE I – EFFECTIV DATE

These Articles shall be effective as of January 1, 2012.

### ARTICLE II - NAME

The name of the corporation shall be: Leapfrog Fitness Community, Inc.

### ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

1730 Keane Avenue Naples, Florida 34117

The mailing address of this corporation shall be:

Post Office Box 9336 Naples, Florida 34101

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## ARTICLE IV - PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

### ARTICLE IV – PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, 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 Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

### ARTICLE V - DIRECTORS

The corporation shall be governed by a Board of Directors consisting of no less than five (5) persons, who shall be appointed no less frequently than annually by a majority of the Board of Directors; provided, however, that no director shall be allowed to vote on his or her own appointment. The initial directors of the corporation and their respective addresses are as follows:

Matthew A Reedy, PO Box 9336, Naples FL 34101

Mark A Russell, 3743 Jungle Plum Drive E, Naples FL 34114

Lindsay Weber Metcalf, 299 Mel Jen Dr., Naples FL 34105

Allison Perry, 590 Portside Dr., Naples FL 34103

Rebecca Taylor, 1121 Unica Lane, Naples FL 34105

### ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Michael G. Moore 1730 Keane Avenue SW Naples, Florida 34117

### ARTICLE VII – INCORPORATOR

The name and address of the incorporator is:

Michael G. Moore 1730 Keane Avenue S.W. Naples, Florida 34117

### ARTICLE VIII - DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. 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 for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Having been named as the registered agent to accept service of process for the abovestated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent

Signature of Incorporator

Date: 12-27-2011

Date: 12-27-

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