

N 16000011417

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

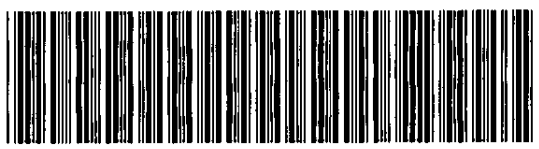
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DEPARTMENT OF STATE
16 NOV 28 PM 12:04

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16 NOV 28 PM 3:29
U.S. DEPARTMENT OF STATE

C. GOLDEN
DEC -1 2016

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Brain Fitness Club Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☒ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

16 NOV 28 PM 3 26

FILED

Examiner's initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 28, 2016

SUNSTATE RESEARCH

SUBJECT: BRIAN FITNESS CLUB, INC.
Ref. Number: W16000079430

*Corrected -
Please have dated
11/29/16 - Name
needs to read
"Brian Fitness
Club, Inc."
Extra RA
attached*

We have received your document for BRIAN FITNESS CLUB, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears in your document.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of 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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 216A00025302

16 NOV 28 PM 3:28
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16 NOV 30 AM 11:25
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SUFFICIENT FOR FILING

ARTICLES OF INCORPORATION

OF

BRAIN FITNESS CLUB, INC.

A Florida Not for Profit Corporation

FILED

16 NOV 28 PM 3:26

The undersigned, acting as incorporator, of Brain Fitness Club, Inc. (the "Corporation") pursuant to Chapter 617 of the *Florida Statutes*, hereby forms a corporation under the Florida Not For Profit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be Brain Fitness Club, Inc.

ARTICLE II

STREET ADDRESS AND MAILING ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the Corporation's principal office is 522 South Hunt Club Blvd #126, Apopka, Florida 32703.

ARTICLE III

PURPOSE AND POWERS OF THE CORPORATION

- A. The Corporation is organized and operated exclusively for religious, charitable, literary, scientific and/or educational 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 of 1986 as amended, or the corresponding section of any future federal tax code (hereinafter "Code"). To the extent consistent with the preceding sentence and with Florida law, the purposes of the Corporation shall include, but shall not be limited to: creating, distributing, teaching and evaluating program content for community-based Brain Fitness Club program sites that serve individuals diagnosed with early memory loss in the community.
- B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to not for profit corporations and that are not inconsistent with these Articles of Incorporation.
- C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:
 - 1. No part of the Net Earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purpose set forth in paragraph A of this Article III.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VII
AMENDMENT TO ARTICLES OF ORGANIZATION

These Articles of Incorporation may be amended or restated at any time in accordance with the Bylaws and the provisions of Chapter 617 of the *Florida Statutes*.

ARTICLE VIII
DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation and after the payment or provision for all the payment of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any 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. In no event, however, shall such assets be distributed or disposed of for the benefit of any members, director, trustee, officer, or other private person, other than as reasonable for the payment of services rendered by such person to the Corporation.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of this Corporation is:

Peggy Bargmann
228 Milford Haven Cove
Longwood, FL 32779

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of November, 2016.



Peggy Bargmann
Incorporator

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities that are not permitted to be carried on by either a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE IV DIRECTORS AND OFFICERS

The Board of Directors of the Corporation shall be elected in the manner and method provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the initial members of the Board of Directors and officers of the Corporation are as follows:

President and Director	Annette Kelly 430 E. Packwood Avenue, Apt H-107 Maitland, FL 32751
Director	Randy C. Bryan Hoyt & Bryan LLC 254 Plaza Drive Oviedo, FL 32765
Secretary and Director	Nancy Gerrity 640 N. Longview Place Longwood, FL 32779
Treasurer and Director	Peggy Bargmann 228 Milford Haven Cove Longwood, FL 32779

ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office is 254 Plaza Drive, Oviedo, FL 32765. The name of the registered agent at that address is Randy C. Bryan. The Board of Directors from time to time may designate a new registered office and registered agent.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES SECTIONS 617.0501, or 617.0502(2), THE UNDERSIGNED NOT FOR PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is BRAIN FITNESS CLUB, INC.
2. The name and address of the registered agent and office is as follows:

RANDY C. BRYAN
HOYT & BRYAN LLC
254 Plaza Drive
Oviedo, Florida 32765

Having been named as registered agent and to accept service of process for the above stated Corporation 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.



RANDY C. BRYAN

11/22/14

DATE

FILED
16 NOV 20 10 3 26
TALLAHASSEE
FLORIDA