

N17000017024

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H17000318703 3)))



H170003187033ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : QUARLES & BRADY OF TAMPA LLP
Account Number : 120100000038
Phone : (813)387-0285
Fax Number : (813)387-1800

J REYES
DEC 05 2017

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: EMITCHELL@ORANGE-THERAPY
SITNESS.COM

FLORIDA PROFIT/NON PROFIT CORPORATION**South Florida OTF Marketing Co-Op, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

REC-21-303
17 DEC -5 PM 4:43
INFORMATION SERVICES

77 DEC -5 PM 6:20
F. J. ...

1117000318703

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA OTF MARKETING CO-OP, INC.**

The undersigned, acting as the incorporator, adopts these Articles of Incorporation and forms a corporation not for profit (the "Corporation") under Section 617, Florida Not For Profit Corporation Act (the "Act"), as follows:

ARTICLE I.

Name

The name of the Corporation is South Florida OTF Marketing Co-op, Inc.

ARTICLE II.

Principal Office and Mailing Address

The street address of the initial principal office and mailing address of the Corporation is 6000 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487.

ARTICLE III.

Purposes

The purposes for which the Corporation is formed are to: (a) establish, maintain, administer and operate the promotional and marketing cooperative fund (the "Fund") of ORANGE THEORY® Studios ("Studio(s)") within the geographic area (the "Cooperative Area") assigned by Ultimate Fitness Group, LLC, or its successor (the "Franchisor"); (b) utilize contributions made to the Fund (the "Contributions") for the creation, development, production, broadcast and dissemination of marketing, promotional and advertising of ORANGE THEORY® Studios and their products and services and the administration and management of the Corporation; (c) accomplish all purposes associated with furthering the objectives of the Corporation and enhancing and collecting contributions; and (d) for any and all other lawful purposes.

ARTICLE IV.

Manner of Election of Directors

The Directors will be elected as stated in the Bylaws of the Corporation. The number of members of the Board will be as designated in the Bylaws of the Corporation, but in no event will there be less than 3.

ARTICLE V.

Initial Board of Directors

The names and addresses of the initial Directors of the corporation, who will serve until their successors are duly elected and qualified, are as follows:

Name	Address
Craig Baum	6000 Broken Sound Pkwy NW, ste 200 Boca Raton, FL 33487
Chris Rodgers	3100 South Federal Highway Delray Beach, FL 33483

17 DEC -5 PM 6:20

H17000318703

Name	Address
Ralph Prather	1115 5th Street Miami Beach, FL 33139
Melissa Medrano	2612 PGA Blvd. Palm Beach Gardens, FL 33410

ARTICLE VI.**Limitation on Activities**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

ARTICLE VII.**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 6000 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487 and the name of its initial registered agent at such address is Tracy A. Mitchell.

ARTICLE VIII.**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Name	Address
David A. Beyer	101 East Kennedy Boulevard, Suite 3400 Tampa, Florida 33602-5195

ARTICLE IX.**Indemnification**

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

ARTICLE X.**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned submits these Articles of Incorporation and affirms that the facts stated herein are true. The undersigned is aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Act.


David A. Beyer, Incorporator

H17000318703

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, Tracy A. Mitchell is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated November 29th 2017
Tracy A. Mitchell

FILED
17 DEC -5 PM 6:20
FBI