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FLORIDA PROFIT/NON PROFIT CORPORATION

Save Our gYm, Inc.

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ARTICLES OF INCORPORATION**OF****Save Our gYm, Inc.**

THE UNDERSIGNED incorporator of these Articles of Incorporation, being a natural person competent to contract, is desirous of forming a Corporation Not for Profit, pursuant to Chapter 617, of the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

Save Our gYm, Inc.**ARTICLE II**

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office of said Corporation shall be located at 1075 S. Euclid Avenue, Sarasota, FL 34237, and the mailing address of said Corporation shall be 1075 S. Euclid Avenue, Sarasota, FL 34237. The Directors of the Corporation may change the location of the principal office and the mailing address of said Corporation from time to time.

ARTICLE III

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of IRC Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act.

GENERAL PURPOSES: To strengthen the community by promoting healthy lifestyles, building strong families, educating children and improving physical, mental and social wellness; and for such charitable, scientific and educational purposes as the Board of Directors may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

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ARTICLE IV

POWERS: This Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are convenient or necessary to effectuate the purposes of the Corporation.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, if any, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) The Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statute 617, as amended.

ARTICLE VI

The first Board of Directors of this Corporation shall adopt By-Laws consistent with these Articles of Incorporation. Thereafter, the By-Laws may be altered, amended or rescinded by the Board of Directors as provided by such By-Laws.

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ARTICLE VII

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of this Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of this Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this 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.

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR: The name and address of the incorporator to these Articles is as follows:

NAME

James A. Purdy

ADDRESS

1075 S. Euclid Avenue
Sarasota, FL 34237

ARTICLE IX

The street address of the initial registered office of this Corporation shall be One South School Avenue, Suite 500, Sarasota, FL 34237 and the name of the initial registered agent of this Corporation at such address is Gregory S. Band.

ARTICLE X

BOARD OF DIRECTORS: The Corporation shall have no members and the affairs of this Corporation shall be managed by a Board of Directors consisting of minimum of five (5) persons, as determined by this Corporation's By-Laws. The method of election of the persons who shall constitute the entire Board of Directors shall be as provided in this Corporation's By-Laws. The officers and directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of this Corporation.

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The names and addresses of the persons who shall serve as directors until the first election are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| James C. Campbell | 1075 S. Euclid Avenue Sarasota, FL 34237 |
| Marc Schafer | 1075 S. Euclid Avenue Sarasota, FL 34237 |
| Anya Adams | 1075 S. Euclid Avenue Sarasota, FL 34237 |
| Tom Chafee | 1075 S. Euclid Avenue Sarasota, FL 34237 |
| Ryan McDonald | 1075 S. Euclid Avenue Sarasota, FL 34237 |

ARTICLE XI

OFFICERS: The names and addresses of the officers who are to serve until the first appointment or election next following the filing of these Articles of Incorporation, pursuant to Florida Statutes, Chapter 617, as amended, are as follows:

| <u>NAME AND ADDRESS</u> | <u>TITLE</u> |
|---|--------------|
| James A. Purdy 1075 S. Euclid Avenue Sarasota, FL 34237 | President |

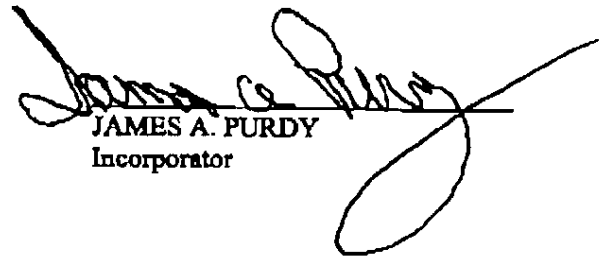
ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended by two-thirds of the directors present and voting at any regular or special meeting of this Corporation, provided, however that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every director of this Corporation, ten (10) days prior to the regular or special meeting of this Corporation; provided, however, that any amendment will not adversely affect the status of this Corporation as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code.

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IN WITNESS WHEREOF, the undersigned incorporator, James A. Purdy, has hereunto executed these Articles this 28th day of August, 2019, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and hereby makes and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true.


JAMES A. PURDY
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above-stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


GREGORY S. BAND
Registered Agent

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STATE OF FLORIDA

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