

N96000003792

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1925-1996)
JOHN E. MORRIS (1925-1996)
JOHN E. MORRIS, JR. (1920-1996)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS
RUSSELL A. WHITE
DANA ZIEGLER HOLDING
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300 VICTORIA PARK CENTRE
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 462-1431
TELECOPIER (954) 763-2692

June 28, 1996

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-07/11/96--01002--017
****122.50 ****122.50

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Cross Club Fitness, Inc.

Gentlemen:

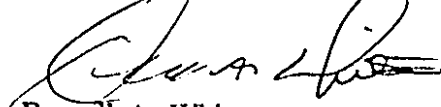
Please find enclosed for filing an original and one copy of the Articles of Incorporation of Cross Club Fitness, Inc. Also enclosed is a check payable to Florida Secretary of State in the amount of \$122.50 representing \$70 for the filing fee and \$52.50 for a certified copy of the Articles.

Please return the certified copy of the Articles to the undersigned when filed.

Thank you for your prompt attention to this matter.

Very truly yours,

ROGERS, MORRIS & ZIEGLER


Russell A. White

RAW:mt
Enclosures

W-14483
KR 7-10

FILED
95 JUL 18 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-18-96
KR

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1898-1954)
JOHN E. MORRIS (1888-1955)
JOHN E. MORRIS, JR. (1920-1985)
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July 16, 1996

Ms. Kimberly Rolfe, Document Specialist
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Cross Club Fitness, Inc., Reference No. W96000014483

Dear Ms. Rolfe:

As a follow-up to your letter dated July 11, 1996, I enclose Articles of Incorporation of Cross Club Fitness, Inc., which incorporate the changes requested by your letter.

Also enclosed is one copy of these Articles. We had previously furnished you with our check in the amount of \$122.50 representing \$70.00 for filing fee and \$52.50 for a certified copy of the Articles.

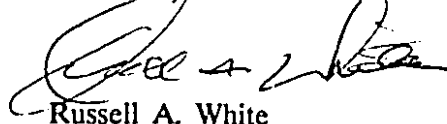
Please return the certified copy of the Articles to the undersigned when filed.

Also enclosed is a copy of your July 11 letter for your reference as you request.

If you have any further questions or requirements, please let me know promptly.

Very truly yours,

ROGERS, MORRIS & ZIEGLER



-Russell A. White

RAW:mt
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1996

RUSSELL A. WHITE, ESQ.
300 VICTORIA PARK CENTRE
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33301

SUBJECT: CROSS CLUB FITNESS, INC.
Ref. Number: W96000014483

We have received your document for CROSS CLUB FITNESS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Non-profit corporations can not have stock. Please eliminate the stock information in Article III.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return 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 (904) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 296A00033730

ARTICLES OF INCORPORATION
OF
CROSS CLUB FITNESS, INC.
(Non-Profit Corporation)

FILED
JUL 18 1965
11:27 AM
CLERK OF COURT
JUL 18 1965

ARTICLE I

Name and Location

The name of this Corporation shall be CROSS CLUB FITNESS, INC, a non-profit organization, and the principal office address of the Corporation is 10301 N. W. 50 Street, Suite 105, Sunrise, Florida 33351.

ARTICLE II

Purposes

This Corporation is being organized to provide Christian Evangelism and fellowship for men in the context of physical training and body building. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in effect or as it may be amended.

ARTICLE III

Powers

The Corporation shall have the powers of non-profit corporations authorized by Florida Statutes, and is organized pursuant to the provisions of the Florida Not for Profit Corporation Act.

ARTICLE IV

Name and Residence of Subscriber

Name

Residence Address

Daniel L. Henderson

10301 N. W. 50 Street, Suite 105
Sunrise, Florida 33351

ARTICLE V

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VI

Management and Time of Election

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of three members.

Director shall be elected by the Voting Members in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation to be held at 9:00 a.m. on the 1st day of October of each year. Directors shall be elected to serve for a term of one year.

All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors on the 1st day of October of each year, to be held immediately following the annual meeting of the membership. The Board of Directors shall elect from among the members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable.

ARTICLE VII

The names of the officers who shall serve until the first election are as follows:

<u>Office</u>	<u>Name</u>
President	Daniel L. Henderson
Vice President	Shawn W. Taylor
Secretary/Treasurer	William R. Kohler

ARTICLE VIII

The following persons shall constitute the first Board of Directors:

<u>Name</u>	<u>Address</u>
Shawn W. Taylor	1320-D N. W. 15 Avenue Pompano Beach, Florida 33069
William R. Kohler	1320-D N. W. 15 Avenue Pompano Beach, Florida 33069

Name

Address

Daniel L. Henderson

10301 N. W. 50 Street, Suite 105
Sunrise, Florida 33351

ARTICLE IX

By-Laws

By-Laws for the Corporation shall be initially adopted by the first Board of Directors of the Corporation. During the first year of existence of the Corporation, the Board of Directors shall have the power and authority to alter and amend the By-Laws by a majority vote of such Board; thereafter, the By-Laws of this Corporation may be made, altered, amended or rescinded as set out in said By-Laws.

ARTICLE X

Amendment to Articles of Incorporation

These Articles of Incorporation may only be amended by a majority vote of the members of the first Board of Directors of the Corporation, for the first year of existence of the Corporation; thereafter, any majority of the members of the Corporation may propose amendments to the Articles of Incorporation; provided, however, that an affirmative vote of a majority of the qualified Voting Members of the Corporation shall be necessary to adopt such proposed amendments.

ARTICLE XI

There shall be no dividends paid to any of the members nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. The Corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distributions to its members as permitted by the Court having jurisdiction thereof; and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

WITNESS the hand and seal of the incorporator in the County of Broward, State of Florida this 26 day of JUNE, 1996.

Daniel L. Henderson
Daniel L. Henderson

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


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That CROSS CLUB FITNESS, INC., a non-profit corporation desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, located at 10301 N. W. 50 Street, Suite 105, Sunrise, Florida 33351, has named DANIEL L. HENDERSON, located at 10301 N. W. 50 Street, Suite 105, Sunrise, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

The undersigned, having been named to accept service of process for the above named Corporation at the place designated in this certificate, hereby accepts to act in this capacity and hereby agrees to comply with the provisions of said Act relative to keeping said office open.

DATED this 26 day of JUNE, 1996.


Daniel L. Henderson
Registered Agent

FILED
05 JUL 18 10:11:27
CLERK
TALLAHASSEE