

**Office Address**

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New Port Richey, FL  
34653

The Law Office of

**Mike Murburg, P.A.**

Attorney at Law



**Office Phone**

Pasco: (813)-845-6333  
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*P00000010989*

January 24, 2000

FILED  
00 JAN 26 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32304

800003111718--9  
-01/26/00--01101--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Candellite Fitness & Wellness Center, Inc.

Dear Sir:

Enclosed please find original and copy of Articles of Incorporation of the above referenced corporation, together with check in the amount of **\$78.75** to cover the cost of the following:

Filing Fee Articles of Incorporation	\$70.00
Certified Copy	<u>\$ 8.75</u>
	\$78.75

Please file the Articles of Incorporation and send a certified copy to my office.

Should you have any questions, please advise.

Very truly yours,

*M. Michael Murburg, Jr.*

Mike Murburg, Esquire  
MM:jmw  
Enclosures

FILED  
00 JAN 26 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CANDELITE FITNESS & WELLNESS, CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, does hereby initiate or associate together for the purpose of forming a corporation for profit under the laws of the State of Florida, and hereby certify:

ARTICLE I

NAME

The name of this corporation shall be CANDELITE FITNESS & WELLNESS CENTER, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be 955 Candlelight Boulevard, Brooksville, Florida 34601.

ARTICLE III

TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

ARTICLE IV

## PURPOSE

The corporation is organized in order to engage in any lawful purpose or purposes, not for pecuniary profit. The general purposes and powers are:

A. To engage in any lawful business including but not limited to the operation of a premises upon which alcoholic beverages are sold and/or consumed.

B. To purchase, lease, or otherwise acquire, improve, construct, own, use, maintain, operate, exchange, sell, convey or otherwise dispose of, real and personal property of every kind, nature or description, as may be necessary or desirable to promote the purposes of this corporation.

C. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, corporation, municipality, state, government, trust or municipal or political subdivision.

D. To have and exercise all the rights and powers conferred on corporations under Florida law, as such law is in effect or may at any time hereafter be amended.

E. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any other reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

## ARTICLE V

### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **1,000** shares of common stock, having par value of **One Dollar (\$1.00)** per share.

The shareholder of the **1,000** shares of common stock of Candelite Fitness & Wellness Center, Inc. shall be David K. Dahmer and said shares shall not be sold, transferred or pledged by David K. Dahmer prior to four calendar years after the inception of Candelite Fitness & Wellness Center, Inc.

## ARTICLE VI

### INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of **\$1,000.00**.

## ARTICLE VII

There shall be one (1) member of the initial Board of Directors of the corporation whose terms shall be for four years commencing with the registering of the above referenced corporation with the Secretary of State and the beginning of the corporate existence of Candelite Fitness & Wellness Center, Inc. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

David K. Dahmer  
955 Candlelight Blvd.  
Brooksville, FL 34601

## ARTICLE VIII

### OFFICERS

The elective officers of the corporation shall be president, secretary, treasurer, and these officers may also serve on the Board of Directors of the corporation unless otherwise provided by the bylaws hereafter adopted by the corporation.

## ARTICLE IX

The names of the officers who are to manage the affairs of the corporation for the first four years of the existence of Candelite Fitness & Wellness Center, Inc. until their successors are duly elected and qualified are as follows:

President: David K. Dahmer

Secretary: David K. Dahmer

Treasurer: David K. Dahmer

#### ARTICLE X

##### BYLAWS

The bylaws of the corporation are to be made, altered or rescinded by the director of the corporation.

#### ARTICLE XI

These Articles of Incorporation may be amended by the act of the director or directors of the corporation. Such amendments may be proposed and adopted in the manner provided in the bylaws of the corporation.

#### ARTICLE XII

The names and addresses of the subscribers of these Articles of Incorporation are:

David K. Dahmer  
955 Candlelight Boulevard, Brooksville, Florida 34601

#### ARTICLE XIII

The name of the registered agent is David K. Dahmer. The street address of the registered office of this corporation in the State of Florida is 955 Candlelight Boulevard, Brooksville, Florida 34601.

#### ARTICLE XIV

##### BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

#### ARTICLE XV

##### INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other

rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

#### ARTICLE XVI

#### DATE OF INCEPTION AND

#### ACCEPTANCE OF REGISTERED AGENT

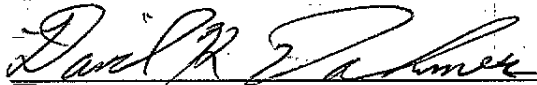
The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,  
acknowledged and filed the foregoing Articles of Incorporation under the laws of the  
State of Florida, this 21st day of January, 2000.

Having been named to accept service of process for the above named  
corporation, at the place designated in these Articles of Incorporation, I hereby accept



to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

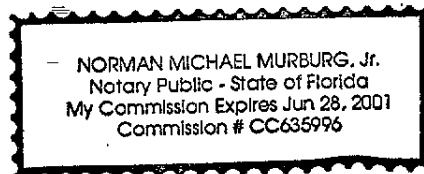


David K. Dahmer  
955 Candlelight Boulevard  
Brooksville, Florida 34601

Subscribed and sworn to before me this 21st day of January

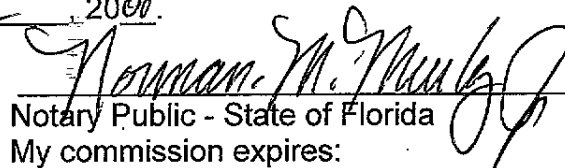
  
Notary Public - State of Florida  
My commission expires:

FILED  
00 JAN 26 PM 1:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



STATE OF FLORIDA  
COUNTY OF PASCO

The foregoing Articles of Incorporation were acknowledged before me this 21st day of January, 2000.

  
Notary Public - State of Florida  
My commission expires:

