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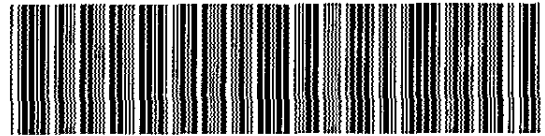
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Haven Health Clubs, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- ☒ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF INCORPORATION
OF
HAVEN HEALTH CLUBS, INC., A FLORIDA CORPORATION**

ARTICLE I - NAME

The name of this corporation is **HAVEN HEALTH CLUBS, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be conducted and created by this corporation is:

1. To invest in or engage in any business requiring the owner to own and hold licenses, permits or franchises in connection therewith, and to own and hold same.
2. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation of this State, or any other state or government, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
3. To purchase, hold, sell and transfer shares of its own capital stock, provided that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor be counted as outstanding for the purpose of any stockholder's quorum or vote.
4. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real property in this state, and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia and in foreign countries.
5. In any matter to acquire, utilize and to dispose of patents, copyrights, and trademarks, licenses and franchises and any rights of interest therein and thereunder.
6. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
7. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or

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necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary to, or incidental to, the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation, or any amendment thereof.

8. To do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and, which now are, or may be hereafter, authorized by law, and generally, and in addition to the foregoing, to have all the powers and privileges incidental to, or now or hereafter, conferred by law upon a corporation for profit in the State of Florida for the purpose of transacting any or all lawful business.

The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation, and each power and object shall be construed as if named separately and alone, and shall not be limited in any way because of the naming of any other power or object.

ARTICLE III - CAPITAL STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of Common Stock, having no par value.

ARTICLE IV - TERM OF EXISTENCE

The corporate existence of this Corporation shall begin when these Articles of Incorporation have been filed with the Secretary of State of Florida. This Corporation is to exist perpetually.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is **HAVEN HEALTH CLUBS, INC., 6737 Manatee Avenue West, Bradenton, Florida 34209**. The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to establish branch offices and other place of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Board of Directors from time to time.

ARTICLE VI - DIRECTORS

This Corporation shall have two (2) Directors. The number of Directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the initial Directors are:

JAN CHAMPION
6737 Manatee Avenue West, Bradenton, Florida 34209

DEBORAH L. CHAMPION
6737 Manatee Avenue West, Bradenton, Florida 34209

Said Directors shall hold office for the first year of the existence of the Corporation or until their successor(s) are duly elected and have qualified.

ARTICLE VIII - INITIAL OFFICERS

The names and street addresses of the initial Officers of this Corporation are:

JAN CHAMPION, President, Treasurer
6737 Manatee Avenue West, Bradenton, Florida 34209

DEBORAH L. CHAMPION, Vice President, Secretary
6737 Manatee Avenue West, Bradenton, Florida 34209

Said Officers shall hold office for the first year of existence of the Corporation, or until their successors are duly elected and have qualified.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

JAN CHAMPION
6737 Manatee Avenue West
Bradenton, Florida 34209

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of Capital Stock of this Corporation shall be issued initially to the following persons in the amount set after their names:

JAN CHAMPION - 50 Shares
DEBORAH L. CHAMPION - 50 Shares

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **6737 Manatee Avenue West, Bradenton, Florida 34209**, and the name of the initial registered agent of this Corporation at that address is **JAN CHAMPION**.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Shareholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

Subscribed this, the 28 day of April, 2003.



JAN CHAMPION

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, this day personally appeared **JAN CHAMPION**, to me personally known to be the person described in the above Articles of Incorporation of **HAVEN HEALTH CLUBS, INC.**, as subscriber, or who has produced Driver's License as identification and acknowledged before me that he executed and subscribed to said Articles of Incorporation, and did not take an oath.

Witness my hand and official seal in the County and State named above, on this the 28 day of April, 2003.


NOTARY PUBLIC

 Edward O Reid
My Commission DD143228
Expires August 18 2008

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT **HAVEN HEALTH CLUBS, INC.**, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT **6737 MANATEE AVENUE WEST, BRADENTON, FLORIDA,
34209**, HAS NAMED **JAN CHAMPION** AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE

TITLE

Jan Champion
President

DATED:

April 28, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

Jan Champion
JAN CHAMPION

DATED:

April 28, 2003

Art. Inc. 2003/HAVEN HEALTH CLUBS, INC.

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