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Brenda Yovaish  
267 Lemon Lily Ct.  
Altamonte Spr, FL 32714-5843

(Address)

(Address)

(City/State/Zip/Phone #)

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**ARTICLES OF INCORPORATION**  
**OF**  
**LADIES FITNESS AT DEL SOL, INC.**

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04 JUN 17 PM 1:32  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 – NAME**

The name of the Corporation is **LADIES FITNESS AT DEL SOL, INC.** (hereinafter, "Corporation").

**ARTICLE 2 – PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 – PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 267 LemonLily Court, Altamonte Springs, Florida 32714 and the mailing address is the same.

**ARTICLE 4 – OFFICERS**

The officers of the Corporation shall be:

|            |                  |
|------------|------------------|
| President: | Brenda L Yovaish |
| Secretary: | Brenda L Yovaish |
| Treasurer: | Brenda L Yovaish |

Whose addresses shall be the same as the principal office of the Corporation.

**ARTICLE 5 – DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Brenda L Yovaish

## **ARTICLE 6 – CORPORATE CAPITALIZATION**

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** Shares of common stock, each share having the par value of **ONE CENT (\$0.01.)**
- 6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 6.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 6.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into share of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.
- 6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 – SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of the stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code 1986, as amended.”

## **ARTICLE 8 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 9 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### ARTICLE 10 – REGISTERED AGENT

The initial address of registered office of this Corporation is Brenda L Yovaish located at 267 LemonLily Court, Altamonte Springs, Florida 32714.

### ARTICLE 11 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Brenda L Yovaish  
267 LemonLily Court  
Altamonte Springs, FL 32714

Brenda L Yovaish  
Signature/Registered Agent

June 8, 04  
Date

Brenda L Yovaish  
Signature/Incorporator

June 8, 04  
Date

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CLERK OF DISTRICT COURT  
JULIA A. BROWN