

P04000095406

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800037884708

06/21/04--01084--003 **78.75

EFFECTIVE DATE
7-1-04

FILED
SECRETARY OF STATE
JUN 21 PM 4:12
TOLSON

OB 6/22

LARRY T. GRIGGS

ATTORNEY AT LAW, P.A.

200 MALAGA STREET, SUITE 8 ST. AUGUSTINE, FLORIDA 32084

TELEPHONE (904) 824-6189

FAX (904) 825-4269

June 18, 2004

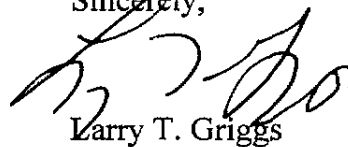
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed herewith please find Articles of Incorporation of SPRADLEY ENTERPRISES, INC. and a check payable to your office for the sum of \$78.75. Once the Articles are filed please mail me a certified copy.

Please contact me if you have any questions or if I may be of further assistance.

Sincerely,

A handwritten signature in black ink, appearing to be "Larry T. Griggs", written over a horizontal line.

Larry T. Griggs

LTG/tcw

Enclosures: Articles of Incorporation
Check

ARTICLES OF INCORPORATION
OF
SPRADLEY ENTERPRISES, INC.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

SECRET
DIVISION OF REVENUE
04 JUN 21 PM 4:11

DEFECTIVE DATA
7-1-04

ARTICLE I

NAME

The name of the corporation is "SPRADLEY ENTERPRISES, INC."

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

The purpose of this corporation is to engage in the business of health fitness, and weight loss and such other business activities, including the ownership of real and personal property, as are necessary or incidental to the operation of the business, or any other lawful business.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 100 common shares at \$1.00 par value per share.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is 1056 Deer Chase Drive, St. Augustine, Florida 32086.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

CHERYL SPRADLEY shall be the initial registered agent to accept service of process within this State and the initial registered office shall be 1056 Deer Chase Drive, St. Augustine, Florida 32086.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1) nor more than six (6). The names and addresses of the initial directors, who shall hold office until their successors are elected and have qualified are as follows:

CHERYL SPRADLEY
1056 Deer Chase Drive
St. Augustine, Florida 32086

RANDAL SPRADLEY
1056 Deer Chase Drive
St. Augustine, Florida 32086

ARTICLE VIII

INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for

any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, who shall be shareholders of the corporation but not officers or directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence corporate existence on July 1, 2004.

ARTICLE V

AMENDMENTS

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 shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.


WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18 day of June, 2004.


CHERYL SPRADLEY
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, CHERYL SPRADLEY, having been named as registered agent of SPRADLEY ENTERPRISES, INC. to accept service of process for said corporation at the place designated in this certificate, 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 and I accept the duties and obligations of registered agent for said corporation in accordance with Florida law.

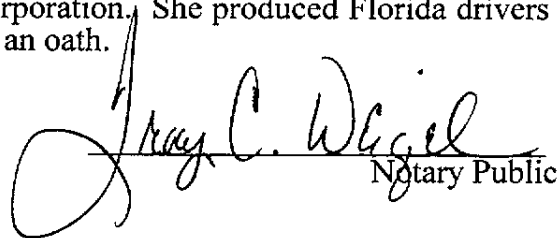
Dated June 18, 2004.


CHERYL SPRADLEY
Registered Agent/Incorporator
1056 Deer Chase Drive
St. Augustine, Florida 32086

FILED
CLERK OF DISTRICT COURT
JUN 21 PM 4:15

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 18 day of June, 2004 by CHERYL SPRADLEY, director and incorporator of SPRADLEY ENTERPRISES, INC., a Florida corporation, on behalf of the corporation. She produced Florida drivers license number S-163-116-59-527-0 and did take an oath.


Notary Public

