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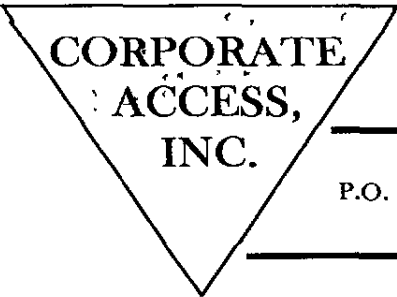


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- 1. Avalon Park Fitness, Inc
(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 22, 2006

CORPORATE ACCESS, INC.

SUBJECT: AVALON PARK FITNESS, INC.
Ref. Number: W06000008947

We have received your document for AVALON PARK FITNESS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

Letter Number: 906A00012659

**ARTICLES OF INCORPORATION
Of
AVALON PARK FITNESS, INC.**

FILED

06 FEB 23 PM 12:55

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

AVALON PARK FITNESS, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

13001 Founder's Square Drive, Orlando, FL 32828

The mailing address of the corporation is:

5127 Eaglesmere Dr. Orlando, FL 32819

ARTICLE III

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE IV

PURPOSE OR PUROSES

The general purposes for which the corporation is organized are:

1: To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

2: To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V

CAPITALIZATION

The total number of shares of stock that the corporation is authorized to issue is Twenty Thousand (20,000) all of which shall be Common Stock, with the par value of One Dollar (\$.01 per share. The Common Stock shares shall be identified as identical to each other in every respect except as to voting rights. Then Thousand (10,000) shares of the Common Stock shall be identified each As having voting rights and the holder or holders of the voting Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Ten Thousand (10,000) shares of the Common Stock shall be identified as having no voting rights and the holder or holders of the non-voting Stock shall not be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

PREEMPTIVE RIGHTS

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued, or any newly authorized shares.

ARTICLE VII

INITIAL DIRECTORS

The following individuals shall initially hold the office of Director:

- 1: Daniel J. Barton - Director
- 2. Dale Marie Card - Director

ARTICLE VIII

INITIAL OFFICERS

The following individuals shall initially hold the following Offices:

- 1: Daniel J. Barton - President
- 2: Dale Marie Card - Secretary
- 3: Daniel J. Barton - Treasurer

ARTICLE IX

REGSISTERD OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

5127 Eaglesmere Dr. Orlando, Fl 32819

and the name of its initial registered agent at such address is:

Daniel J. Barton

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

**Daniel J. Barton
5127 Eaglesmere Dr.
Orlando, Fl 32819**

IN WITNESS WHEREOF, the Incorporator had hereunto set his hand on February 2, 2006.

INCORPORATOR:

DANIEL J. BARTON

I also, hereby accept the designation as registered agent.

By: 

Daniel J. Barton, as Incorporator /registered agent

FILED

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**