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2008 JAN -7 PM 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F. 1-8-08

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: GB FITNESS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Attorney John A. Zizza
Name (Printed or typed)

38 Church Street

Address

Winchester, MA 01890

City, State & Zip

781-756-0044

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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ARTICLE I NAME

The name of the corporation shall be:

GB FITNESS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

15215 Collier Boulevard, Suite 320
Naples, Florida 34119

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To operate and conduct a business for exercise to improve body strength and to conduct training exercises and aerobic sessions; to provide necessary weight machinery and other machinery for the purpose of improving body strength and reducing body fat; to conduct this training primarily for women, but not exclusively for women.

ARTICLE IV SHARES

The number of shares of stock is:

500 No Par Common Shares

Organized under Section 1244 of the Internal Revenue Code.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Gail C. Berquist, 8221 Allendale Court, Naples, FL 34120	-	President
Gail C. Berquist, 8221 Allendale Court, Naples, FL 34120	-	Treasurer
Kenneth G. Berquist, 8221 Allendale Court, Naples, FL 34120-		Secretary
Gail C. Berquist, 8221 Allendale Court, Naples, FL 34120	-	Director
Kenneth G. Berquist, 8221 Allendale Court, Naples, FL 34120-		Director

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Gail C. Berquist, Registered Agent
8221 Allendale Court
Naples, FL 34120

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Gail C. Berquist, Incorporator
8221 Allendale Court
Naples, FL 34120

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

✓ Gail C. Berquist
Signature/Registered Agent Gail C. Berquist
✓ Gail C. Berquist
Signature/Incorporator Gail C. Berquist

✓ 1/2/08
Date
✓ 1/2/08
Date

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TALLAHASSEE, FLORIDA

CONTINUATION SHEET NO. ONE

2. To purchase, lease, sublease or otherwise acquire and to hold, use, rent, manage, operate, equip, maintain, sell, properties, real, personal, or mixed, tangible or intangible, of every type, nature and description, including, without limiting the generality of the foregoing, premises purchased, held, rented, used, equipped and maintained for the conduct of the business of this corporation.

3. To acquire, and pay for in cash, stock or bonds of the corporation or otherwise, the good will, rights, assets and properties, and to undertake, guarantee or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation.

4. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, formulae, inventions, improvements and processes, trade secrets, trademarks, and trade names, relating to or useful in connection with any business of the corporation.

5. To incur liabilities and borrow money and to insure notes, bonds or other evidences of indebtedness and to secure the same by mortgage or pledge of any part or all of the properties of any and every kind of the corporation; to enter into and to guarantee obligations of others under any such circumstances as may relate to the interests of this corporation.

6. To purchase, subscribe for or otherwise acquire, register, hold, sell, assign, transfer, pledge or otherwise dispose of shares of stock, bonds, notes and other securities and evidences of interest in or indebtedness of any government or political subdivision thereof and of any person, firm or holder thereof to exercise all the rights, powers and privileges of ownership, in the same manner that an individual might do.

7. To purchase, hold, sell and transfer the shares of its own capital stock or any other securities issued by it; provided (1) it shall not use its funds or property for the purchases of its own shares of capital stock when such use would cause any impairment of its capital.

Attachment No. 2.
Restrictions on Transfer of Common Stock

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors in the following manner:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit during the ensuing thirty days.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

Attachment No. 3

6A. PROVISIONS AS TO INTERCOMPANY DEALINGS

The Corporation may enter into contracts or transact business with one or more of its directors, officers, or stockholders or with any corporation, organization or other concern in which any one or more of its directors, officers, or stockholders are directors, officers, shareholders, or otherwise interested and other contracts or transactions in which any one or more of its directors, officers or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction, shall be invalidated or in any way affected by the fact that such directors, officers, or stockholders of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of directors, officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or any duly authorized committee thereof) any such director or directors may vote or act thereat with like force and effect as if he had no such interest, provided, in such case the nature of such interest (though not necessarily the extent or details thereof), shall be disclosed or shall have been known to the directors or a majority thereof. A general notice that a director or officer is interested in any corporation or other concern of any kind referred to shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with such corporation or other concern. No director shall be disqualified from holding office as directors or officers of the Corporation by reason of any such adverse interest, unless the interest is detrimental to the Corporation.

In the absence of fraud, no director, officer or stockholder or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer or stockholder be accountable for any gains or profits realized thereon.

6B. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director and officer of this Corporation (and his heirs, executors and administrators) shall be indemnified by this Corporation against any cost, expense (including attorney's fees), judgment and/or liability reasonably incurred by or imposed upon him in connection with any action, suit or proceeding, civil or criminal (including any proceeding before any administrative or legislative body or agency), to which he may be made a party or with which he shall be threatened, by reason of his being a director or officer of this Corporation or of any other corporation which he serves or has served as director or officer at the request of this

Corporation (whether or not he continues to be an officer or director of this Corporation or such other corporation at the time such action, suit or proceeding is brought or threatened), except with respect to criminal matters as to which he shall be finally found guilty and except with respect to civil matters as to which he shall be finally adjudged in any such action, suit or proceeding to guilty of willful misconduct in the performance of his duties as such director or officer; in the event of settlement of any civil action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as such director or officer in the opinion of such counsel is not guilty of willful misconduct in the performance of his duties as a director or officer. The foregoing right of indemnification shall be in addition to any rights to which any director or officer may otherwise be entitled. The word "director" as used herein shall be deemed to include a member of the Executive Committee, if such a Committee is appointed.

6C. AMENDMENT OF BY-LAWS

Except with respect to any provision thereof which by law, the Articles of Organization or the By-Laws requires action by the stockholders, the Board of Directors may amend the By-Laws in the manner provided therein.

6D. STOCKHOLDERS' MEETINGS

The meetings of stockholders may be held anywhere within the United States.

6E. PARTNERSHIP

The corporation may be a partner in any business enterprise which said corporation would have power to conduct by itself.