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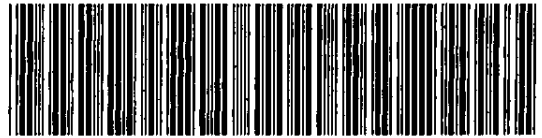
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CAPLAN LAW FIRM, P.A.

6260 Dupont Station Court, Suite C
Jacksonville, Florida 32217
(904) 256-3333 Telephone
(904) 256-0051 Facsimile
E-mail: howard@caplawfirm.com
www.caplawfirm.com

April 15, 2010

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Pathway Aerobics, Inc. along with the statement of registered agent for filing and check for the appropriate fee.

Sincerely,



Howard A. Caplan

HAC/mt
enclosures

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ARTICLES OF INCORPORATION
OF
PATHWAY AEROBICS, INC.

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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, presents these Articles for the formation of a for profit corporation under the Business Corporations Act and other laws of the State of Florida.

ARTICLE I

The name of the corporation is Pathway Aerobics, Inc.

ARTICLE II

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including aerobics instruction.

The corporation has the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation has the power to do all and everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation or any amendments, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of this corporation.

The foregoing enumeration of purposes will not be held to limit or restrict, in any manner, the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is four hundred thousand (400,000) shares of common stock

having no par value. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

Shareholders will not have preemptive rights, unless specifically provided for in the Bylaws or a separate agreement among shareholders.

The shareholders may, by bylaw provision or by shareholders' agreement, impose restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

ARTICLE IV

This corporation will exist perpetually.

ARTICLE V

The principal office of the corporation initially will be at 782 Wellhouse Drive Jacksonville, FL 32220. The principal office may be moved to any address duly approved by the Board of Directors.

ARTICLE VI

The initial number of directors of the corporation will be two (2). The number of directors may be changed, provided however that the number of directors will never be less than one (1).

ARTICLE VII

The initial Board of Directors will be:

Name
Richard Shields

Address
782 Wellhouse Drive
Jacksonville, FL 32220

Christi Shields

782 Wellhouse Drive
Jacksonville, FL 32220

ARTICLE VIII

The name and address of the incorporator and person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Howard A. Caplan	6260 Dupont Station Court Suite C Jacksonville, FL 32217

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, firm, or individual will be affected by the fact that any director of this corporation is interested in or is a director or officer of the other corporation or firm. A director of the corporation is relieved from any liability that might exist from contracting with this corporation if the director informs the other directors of his interest prior to entering into the contract.

ARTICLE X

The corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation has the power to make loans, secured or unsecured, to its shareholders, if shareholders are active employees of the corporation.

ARTICLE XI

The corporation will indemnify any and all persons who serve or have served as directors or officers, and who at the request of the Board of Directors serve or have served

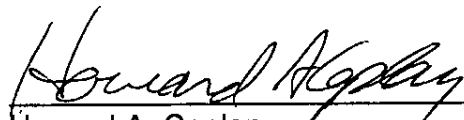
as directors or officers of another corporation or firm in which the corporation had an ownership interest. This indemnification includes a person's heirs, administrators, successors, and assigns only for the purpose of remuneration and not time of service to or at the request of the corporation. The indemnification will be for all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), reasonably incurred by the person in connection with the defense or settlement of any claim, action, suit, or proceeding in which the person was a party by reason of being or having been a director or officer of at the request of the corporation. But the corporation will not indemnify any person who will have been liable due to the person's gross negligence or misconduct in the performance of the person's duty. This indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise. It is the intent of the corporation to indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE XII

The registered office will be and the registered agent at that address are:

<u>Agent</u>	<u>Registered Office Address</u>
Caplan Law Firm, P. A.	6260 Dupont Station Court Suite C Jacksonville, FL 32217

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of April, 2010.

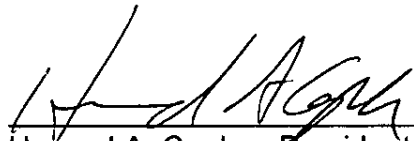

Howard A. Caplan

ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I accept to act in this capacity, and agree to comply with the provisions of law relative to keeping the office open.

CAPLAN LAW FIRM, P. A.


Howard A. Caplan, President

4-15-10
Date

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