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**FLORIDA PROFIT/NON PROFIT CORPORATION
EMERALD COAST FAMILY FITNESS, INC.**

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This document prepared by:
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Chesser & Barr, P.A.
1201 Eglin Parkway
Shalimar, Florida 32579

ARTICLES OF INCORPORATION
OF
EMERALD COAST FAMILY FITNESS, INC.

I, the undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

FILED
2011 APR -6 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of the corporation is **EMERALD COAST FAMILY FITNESS, INC.**, with its principal office and mailing address of 105 Hughes St, NE, Ft. Walton Beach, FL 32548.

ARTICLE II - PERIOD OF EXISTENCE

The period of duration for the corporation is perpetual and shall commence on the day of filing.

ARTICLE III - PURPOSE

This corporation is organized to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV - SHARES

The corporation is authorized to issue one thousand (1,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE V - ADDRESS AND REGISTERED AGENT

The address of the initial registered agent of the corporation in the State of Florida shall be D. Michael Chesser, Esquire, 1201 Eglin Parkway, Shalimar, FL 32578. The name of the initial registered agent of the corporation at the above address shall be D. Michael Chesser.

ARTICLE VI - BOARD OF DIRECTORS

The business of the corporation shall be managed by the Shareholders.

ARTICLE IX - OFFICERS

The corporation shall have a President and a Secretary and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. Any two or more offices may be held by the same person. The initial and sole officer of this corporation is:

Name Robert Gary, 105 Hughes Street, Ft. Walton Beach, FL 32548
Title President

ARTICLE X - INCORPORATORS

The name and address of the initial incorporator is as follows:

D. Michael Chesser 1201 Eglin Parkway
Shalimar, FL 32578

ARTICLE XI - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a majority vote of the common stock.

ARTICLE XII - INDEMNIFICATION OF OFFICERS OR SHAREHOLDERS

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgment any officer or shareholder made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding,


whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee, or agent of the corporation or any other corporation, partnership, joint venture, trust, or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of Shareholders who were not parties to such action, suit, or proceeding; or, (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit, or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed of these Articles of Incorporation at Shalimar, Florida on the 18 day of March, 2011.


D. Michael Chesser, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 18th day of March 2011, by D. Michael Chesser who is personally known to me and who did take an oath.

[SEAL]




NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I, D. Michael Chesser, having been named to accept service of process and hereby act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


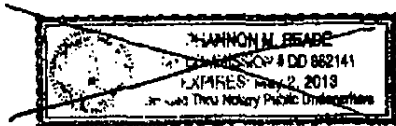


D. Michael Chesser
Registered Agent

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 18th day of March 2011, by D. Michael Chesser, who produced his _____ drivers' license as identification or who is personally known to me and who did take an oath.


NOTARY PUBLIC

[SEAL]



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