

PK40000027360

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

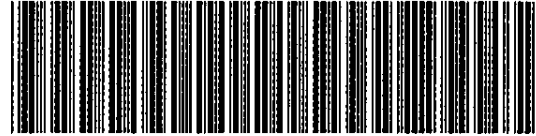
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700254909087

03/26/14--01006--013 **78.75

FILED
14 MAR 26 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MD 3/27

COVER LETTER

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

SUBJECT: RIVER CITY PERSONAL 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: BRIAN M. ROWLAND, ESQ.
Name (Printed or typed)

1010 East Adams Street, Ste 233
Address

Jacksonville, FL 32202
City, State & Zip

904-352-1945
Daytime Telephone number

BRIANROWLANDPA@GMAIL.COM
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
of
RIVER CITY PERSONAL FITNESS, INC.

FILED
14 MAR 26 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Duration

The name of the Corporation is RIVER CITY PERSONAL FITNESS, INC. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The mailing address, and the address of the principal office of the Corporation, is 221 Glenwood Street, Ponte Vedra, Florida 32081.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is Brian Rowland, P.A., 1010 East Adams Street, Suite 233, Jacksonville, Florida 32202, in the County of Duval. The name of the registered agent at such address is Brian Rowland, P.A.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation is authorized to issue is ten thousand (10,000) shares of Common Stock at one cent (\$.01) par value per share.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Brian M. Rowland, Esq.	1010 East Adams Street, Suite 233 Jacksonville, Florida 32202

ARTICLE VII
Board of Directors/Initial Officers

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one nor shall there be an even number of directors. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Michael Melesky	221 Glenwood Street Ponte Vedra, Florida 32081

4. The initial officers shall be as follows, and such person(s) shall hold the indicated office and have such duties, obligations and privileges as set forth in the Corporation's Bylaws and pursuant to applicable law, until resignation or removal by the Board of Directors:

Michael Melesky – President, Secretary and Treasurer

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer, director or other person (or any former incorporator, officer or director, or other person), which the Corporation is empowered to indemnify under § 607.0850 (2013), *Florida Statutes* (as amended or under similar law), pursuant to and to the fullest extent permitted by such law.

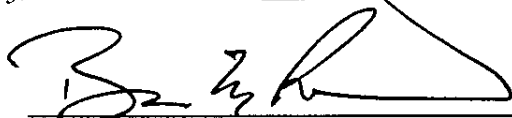
ARTICLE XI

Miscellaneous

No act, including without limitation the transfer of shares of the Corporation shall be of any force or effect if such act would serve to violate any requirement of the Internal Revenue Code of the United States and result in the Corporation's loss of Subchapter S status. All such acts, unless consented to unanimously by the shareholders holding voting shares or required by law, shall be void *ab initio*.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida this March 23rd 2014.



Brian M. Rowland, Esq.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

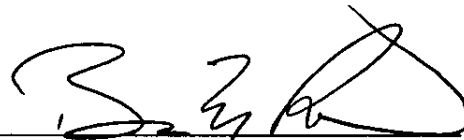
That RIVER CITY PERSONAL FITNESS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Brian Rowland, P.A., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, *Florida Statutes*.

BRIAN ROWLAND, P.A.,
a Florida corporation

By: _____



Brian M. Rowland, Esq.,
its authorized agent.

DATED: March 23 2014

FILED
14 MAR 26 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA