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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Jacksonville OTF Marketing Co-Cp, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE OTF MARKETING CO-OP, INC.**

The undersigned, acting as the incorporator, adopts these Articles of Incorporation and forms a corporation not for profit (the "Corporation") under Section 617, Florida Not for Profit Corporation Act (the "Act"), as follows:

**ARTICLE I.**

**Name**

The name of the Corporation is Jacksonville OTF Marketing Co-op, Inc.

**ARTICLE II.**

**Principal Office and Mailing Address**

The street address of the initial principal office and mailing address of the Corporation is 6000 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487.

**ARTICLE III.**

**Purposes**

The purposes for which the Corporation is formed are to: (a) establish, maintain, administer and operate the promotional and marketing cooperative fund (the "Fund") of ORANGETHEORY® Studios ("Studio(s)") within the geographic area (the "Cooperative Area") assigned by Ultimate Fitness Group, LLC, or its successor (the "Franchisor"); (b) utilize contributions made to the Fund (the "Contributions") for the creation, development, production, broadcast and dissemination of marketing, promotional and advertising of ORANGETHEORY® Studios and their products and services and the administration and management of the Corporation; (c) accomplish all purposes associated with furthering the objectives of the Corporation and enhancing and collecting contributions; and (d) for any and all other lawful purposes.

**ARTICLE IV.**

**Manner of Election of Directors**

The Directors will be elected as stated in the Bylaws of the Corporation. The Corporation will have 4 Directors initially. The number of members of the Board will be as designated in the Bylaws of the Corporation, but in no event will there be less than 3.

**ARTICLE V.**

**Initial Board of Directors**

The names and addresses of the initial Directors of the corporation, who will serve until their successors are duly elected and qualified, are as follows:

Name	Address
Craig Baum	6000 Broken Sound Parkway, NW, Suite 200 Boca Raton, Florida 33487

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Name	Address
Thomas McKnew	MS Fitness LLC 409 Andreas Street St. Augustine, Florida 32080
George Baccash	F4 Enterprises LLC 13500 Beach Blvd, Suite 30 Jacksonville FL 32224
Richard Adams	RGA 1, LLC 4495 Roosevelt Blvd, Suite 318 Jacksonville, FL 32210

**ARTICLE VI.**  
**Limitation on Activities**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

**ARTICLE VII.**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 6000 Broken Sound Parkway NW, Boca Raton, Florida 33487, and the name of its initial registered agent at such address is Tracy A. Mitchell.

**ARTICLE VIII.**  
**Incorporator**

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

Name	Address
David A. Beyer	101 East Kennedy Boulevard, Suite 3400 Tampa, Florida 33602-5195

**ARTICLE IX.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE X.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

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The undersigned submits these Articles of Incorporation and affirms that the facts stated herein are true. The undersigned is aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Act.

  
David A. Beyer, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, Tracy A. Mitchell is familiar with and accepts the appointment as registered agent and agrees to act in this capacity

Dated: December 22, 2017.

  
Tracy A. Mitchell, Registered Agent