

12/3/2020

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**FLORIDA PROFIT/NON PROFIT CORPORATION
AFTERBURN TAMPA COACHING MARKETING CO-OP, INC.**

Certificate of Status	0
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Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

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**ARTICLES OF INCORPORATION
OF
AFTERBURN TAMPA COACHING MARKETING CO-OP, INC.**

The undersigned, acting as the incorporator, adopts these Articles of Incorporation and forms a corporation not for profit (the "Corporation") pursuant to Chapter 617, Florida Statutes (F.S.) the ("Act"), as follows:

**ARTICLE I.
Name**

The name of the Corporation is AFTERBURN TAMPA COACHING 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 14701 St. Mary's Lane, Suite 600, Houston, TX 77079.

**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 ORANGE THEORY® 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 ORANGE THEORY® 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 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 three. The initial Board of Directors are:

James J. Potesta, 14701 St. Mary's Lane, Suite 600, Houston, TX 77079;
Mark Slusz, 14701 St. Mary's Lane, Suite 600, Houston, TX 77079 ; and
Adam Fowler, 14701 St. Mary's Lane, Suite 600, Houston, TX 77079.

**ARTICLE V.
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

H20000414161 3

H20000414161 3

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 VI.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, FL 33324 and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE VII.
Incorporator

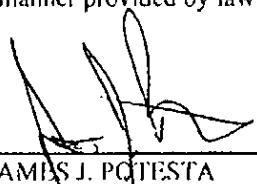
The name and address of the incorporator signing these Articles of Incorporation is James J. Potesta, 14701 St. Mary's Lane, Suite 600, Houston, TX 77079.

ARTICLE VIII.
Indemnification

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

ARTICLE IX.
Amendment

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



JAMES J. POTESA
Incorporator

H20000414161 3

H20000414161 3

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

FIRST: That, AFTERBURN TAMPA COACHING MARKETING CO-OP, INC., desiring to organize under the laws of the State of Florida, has designated 1200 South Pine Island Road, Plantation, FL 33324, as the place of business for the service of process within this state.

SECOND: That the above corporation has named CT Corporation System as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 2 day of December, 2020.

By: Scott A. White
Scott White, Assistant Secretary
CT Corporation System

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