

P95000069014

ERNEST L. MASCARA, P.A.

Law Offices

Glades Building
Suite 303
877 Executive Center Dr. W
St. Petersburg, FL 33702

P.O. Box 22095
St. Petersburg, FL 33712
Phone: (813) 579-1200
Fax: (813) 579-1202

September 6, 1995

Via UPS Next Day Air

SECTION 157516.348
-09/07/95 -01051--012
*****122.50 *****122.50

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

← Return To
P/O ASRP

RE: LIFESTYLE FITNESS CENTERS (TYRONE), INC.

Dear Sir/Madam:

Enclosed herewith are two original copies of the Articles of Incorporation for the above-referenced new corporation along with our check made payable to the Secretary of State in the amount of \$122.50 for its filing fee.

Please walk this through, and return our certified copy via your courier as soon as possible. **PLEASE FAX CONFIRMATION OF THIS FILING AS SOON AS POSSIBLE**. If you have any questions, please telephone.

Thank you very much for your assistance.

Sincerely yours,

Julie Strickland

Julie Strickland
Legal Assistant

Enclosure

Dmc
9/7/95

RECEIVED
SEP 7 1995
FBI

ARTICLES OF INCORPORATION
OF
LIFESTYLE FITNESS CENTERS (TYRONE), INC.

FILED
05 SEP -7 PM 3:29
CLERK OF CIRCUIT COURT
JULIA A. HARRIS, CLERK

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be **LIFESTYLE FITNESS CENTERS (TYRONE), INC.**

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **ERNEST L. MASCARA**.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

Name

Address

ERNEST L. MASCARA

Glades Building, Suite 303
877 Executive Center Drive West
St. Petersburg, Florida 33702

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the

action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI - OFFICERS

Section 1. The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
Vice President	- Ernest L. Mascara

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

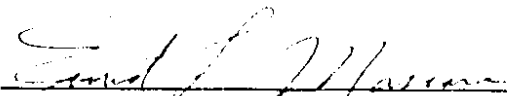
<u>Name</u>	<u>Address</u>
Ernest L. Mascara	Glades Building, Suite 303 877 Executive Center Drive West St. Petersburg, Florida 33702

ARTICLE XIII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 6th day of September, 1995



Ernest L. Mascara, Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

FILED
25 SEP -7 PM 2:29
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **LIFESTYLE FITNESS CENTERS (TYRONE), INC.**
2. The name and address of the registered agent and office is: **Ernest L. Mascara
Glades Building, Suite 303
877 Executive Center Drive West
St. Petersburg, Florida 33702**

SIGNATURE: *Ernest L. Mascara*

Ernest L. Mascara

TITLE: **Incorporator**

DATE: *September 6*, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *Ernest L. Mascara*

Ernest L. Mascara

DATE: *September 6*, 1995

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Suite 303
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St. Petersburg, FL 33702

P.O. Box 1095
St. Petersburg, FL 33712
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Fax: (813) 579-1202

September 12, 1995

VIA UPS OVERNIGHT

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

Return To
P/U ASAP

500001583335
-09/13/95 -01054 -003
*****87.50 *****87.50

Re: Lifestyle Fitness Centers (Tyrone), Inc.

Dear Sir/Madam:

Enclosed are Articles of Amendment to Articles of Incorporation along with a copy of a corporate resolution authorizing the amendment changing the name of the above-referenced corporation to "Lifestyle Family Fitness (Tyrone), Inc." Please file these Articles of Amendment with the Secretary of State and return our certified copy via your courier. Our check in the amount of \$87.50 is enclosed to cover their filing fee of \$35.00 and their certified copy fee of \$52.50.

If you have any questions, please call me. Thank you very much for your assistance.

Sincerely,

Julie Strickland

Julie Strickland
Legal Assistant

Enclosure

9	14	95
[Handwritten initials]		
[Handwritten initials]		
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FILED
SEP 13 PM 3:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LIFESTYLE FITNESS CENTERS (TYRONE), INC.**

FILED
95 SEP 13 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to Section 607.1006 of the Florida Statutes, Article I of the Articles of Incorporation of **LIFESTYLE FITNESS CENTERS (TYRONE), INC.** (the "Corporation") is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

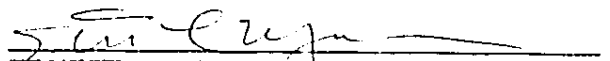
The name of the Corporation shall be **LIFESTYLE FAMILY FITNESS (TYRONE), INC.**"

2. As hereby amended, the Articles of Incorporation of the Corporation are hereby ratified and affirmed.

3. The foregoing Articles of Amendment (the "Amendment") was adopted with the consent of the Board of Directors and Shareholders of the Corporation in accordance with Sections 607.0704 and 607.0821, Florida Statutes, on the 8th day of September, 1995.

4. The only voting group entitled to vote separately on the Amendment is the common shareholders of the Corporation, and the number of votes cast for the Amendment by such common shareholders was sufficient for the approval of the Amendment by that voting group.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment this 12th day of September, 1995.


ERNEST L. MASCARA, sole Director and
Incorporator

Prepared by: **Ernest L. Mascara, P.A.**
FL Bar No. 0157033
Post Office Box 22095
St. Petersburg, FL 33742
(813) 579-1200

**ACTION BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS AND DIRECTORS OF
LIFESTYLE FITNESS CENTERS (TYRONE), INC.**

The undersigned, ERNEST L. MASCARA being the sole Shareholder and Director of LIFESTYLE FITNESS CENTERS (TYRONE), INC., a Florida corporation (the "Corporation"), does hereby take and adopt, pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, the following actions in writing and without a meeting:

RESOLVED, that it is deemed to be in the best interest of the Corporation to change the name of the Corporation to LIFESTYLE FAMILY FITNESS (TYRONE), INC.;

RESOLVED FURTHER, that Article I of the Articles of Incorporation of the Corporation be amended, such amendment to change Article I to read in its entirety as follows:

"ARTICLE I - NAME

The name of the Corporation shall be LIFESTYLE FAMILY FITNESS (TYRONE), INC."

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to file an amendment to the Articles of Incorporation with the Secretary of State and to take such other action as may be necessary to carry out the intent of the foregoing resolution;

RESOLVED FURTHER, that no notice of the actions by the Corporation's shareholders as contemplated hereby need be given under Section 607.0704, Florida Statutes;

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to secure new stock certificates for the Corporation evidencing the new corporate name of the Corporation and exchange the old certificates previously issued for new certificates; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and he hereby is, authorized and directed to file this written consent, or cause this written consent to be so filed, in the minutes of the proceedings of the Board of Directors of the Corporation.

DATED: This 12th day of September, 1995.


ERNEST L. MASCARA, Director and Incorporator