

# P96000040202

JERRY H. JEFFERY, P.A.

Requestor's Name

1400 WEST FAIRBANKS AVENUE #202

Address

WINTER PARK, FLORIDA 32789

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

RECEIVED  
 STATE OF FLORIDA  
 DEPARTMENT OF REVENUE  
 JAN 11 1996

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

900001810809  
 -05/07/96--01045--017  
 \*\*\* J.00 \*\*\*\*122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9/5/10/96

**ARTICLES OF INCORPORATION**

**OF**

**FITNESS AND LEARNING CENTER ASSOCIATES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY -6 AM 11:47

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Fitness and Learning Center Associates, Inc.

ARTICLE II - NATURE OF BUSINESS

The nature of business for which this corporation is formed is:

To render educational classes in all aspects of health and fitness to the general public, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own or lease real or personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Article of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone, or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation shall be One Thousand (1,000) shares of \$1.00 par value Common stock. The Board of Directors may fix the consideration for which shares shall be issued, but not less than par value, and upon payment of the consideration so fixed, whether such payment be in money, property or services, such shares shall be fully paid and non-assessable.

ARTICLE IV - DURATION

This corporation shall have perpetual existence and shall commence its existence as of the filing of these Articles of Incorporation by the Department of State.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have (2) directors initially. The numbers of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Zulma Cintron	2959 Alafaya Trail, Suite 117 Oviedo, FL 32765
Maria Miller	2959 Alafaya Trail, Suite 117 Oviedo, FL 32765

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Zulma Cintron	2959 Alafaya Trail, Suite 117 Oviedo, FL 32765

#### ARTICLE VII - VOTING RIGHTS AND VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting powers of any or all of his shares.

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VIII - CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer, of, such other corporation, and any Director, individually or jointly may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or the transaction of this corporation shall be affected by the fact that any Director of this corporation is a party or in any way connected with such person, firm or corporation and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself, or any firm, association, or corporation in which he may be in any way interested.

#### ARTICLE IX - REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

#### ARTICLE X - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

ARTICLE XI - INITIAL PRINCIPAL/REGISTERED OFFICE AND AGENT

The street address of the initial principal/registered office of this corporation is 2959 Alafaya Trail, Suite 117, Oviedo, FL 32765, and the name of the initial registered agent of this corporation at that address is Zulma Cintron.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the subscriber(s) have executed these Articles of Incorporation this 29<sup>th</sup> day of March, 1996.

  
Zulma Cintron

STATE OF FLORIDA  
COUNTY OF Seminole

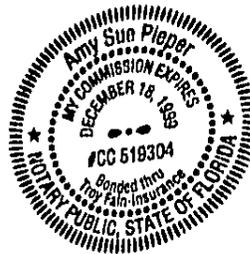
The foregoing instrument was subscribed and acknowledged before me in the State and County aforesaid this 29 day of March, 1996 by Zulma Cintron who [ ] is personally known to me [  ] presented FL Drivers License as identification and [ ] did [  ] did not take an oath. CS36980578760

Amy Sue Pieper  
Notary Signature

Amy Sue Pieper  
Notary Name Printed

My Commission Expires: Dec. 18, 1999

Affix Notary Seal



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

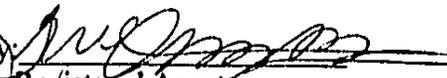
---

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First -- that Fitness and Learning Center Associates, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Oviedo, County of Orange, State of Florida, has named Zulma Cintron, whose address is 2959 Alafaya Trail, Oviedo, FL 32765, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -6 AM 11:47